**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class C Common Stock</td>
<td>03/02/2020</td>
<td>M</td>
<td>1</td>
<td>94,000</td>
<td>A</td>
<td>$13.75</td>
<td>$132,155 D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>03/02/2020</td>
<td>$</td>
<td>1</td>
<td>25,350</td>
<td>D</td>
<td>$39.73(2)</td>
<td>106,805 D</td>
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<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>03/02/2020</td>
<td>$</td>
<td>1</td>
<td>27,200</td>
<td>D</td>
<td>$40.71(3)</td>
<td>79,605 D</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>03/03/2020</td>
<td>$</td>
<td>1</td>
<td>94,000</td>
<td>A</td>
<td>$13.75</td>
<td>173,605 D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>03/03/2020</td>
<td>$</td>
<td>1</td>
<td>55,328</td>
<td>D</td>
<td>$42.2(4)</td>
<td>118,277 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
2. The price reported in Column 4 represents a weighted average sales price of $39.726. These shares were sold in multiple transactions at prices ranging from $39.44 to $40.16, inclusive. The reporting person undertakes to provide to Dell Technologies Inc., any security holder of Dell Technologies Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in footnotes 2, 3 and 4.
3. The price reported in Column 4 represents a weighted average sales price of $40.712. These shares were sold in multiple transactions at prices ranging from $40.54 to $40.80, inclusive.
4. The price reported in Column 4 represents a weighted average sales price of $42.201. These shares were sold in multiple transactions at prices ranging from $42.10 to $42.61, inclusive.
5. The options are fully vested.
6. Consists of 1,105,720 time-based options and 1,727,598 performance-based options.
7. Consists of 1,011,720 time-based options and 1,727,598 performance-based options.

**Remarks:**

/s/ Robert Potts, Attorney-in-Fact
03/04/2020

**Signature of Reporting Person**

**Date**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.