

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>MSD Partners, L.P.</u> _____ (Last) (First) (Middle) 645 FIFTH AVENUE, 21ST FLOOR _____ (Street) NEW YORK NY 10022 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dell Technologies Inc [ DELL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/24/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class C Common Stock	06/24/2019		c <sup>(1)</sup>		33,449,504 <sup>(1)(2)</sup>	A	\$0 <sup>(1)(3)</sup>	33,449,504	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class A Common Stock	\$0 <sup>(3)</sup>	06/24/2019		C			33,449,504	(3)	(3)	Class C Common Stock	33,449,504	\$0 <sup>(3)</sup>	0	D	

1. Name and Address of Reporting Person\*  
MSD Partners, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 645 FIFTH AVENUE, 21ST FLOOR  
 \_\_\_\_\_  
 (Street)  
 NEW YORK NY 10022  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MSDC Denali Investors, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 645 FIFTH AVENUE, 21ST FLOOR  
 \_\_\_\_\_  
 (Street)  
 NEW YORK NY 10022  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MSDC Denali EIV, LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 645 FIFTH AVENUE, 21ST FLOOR  
 \_\_\_\_\_  
 (Street)  
 NEW YORK NY 10022  
 \_\_\_\_\_  
 (City) (State) (Zip)

**Explanation of Responses:**

1. This statement is jointly filed by and on behalf of each of MSD Partners, L.P. ("MSD Partners"), MSDC Denali Investors, L.P. ("MSDC Denali Investors") and MSDC Denali EIV, LLC ("MSDC Denali EIV"). The

reported transaction represents the conversion of each of (a) 31,856,436 shares of Class A Common Stock held of record by MSDC Denali Investors and (b) 1,593,068 shares of Class A Common Stock held of record by MSDC Denali EIV into an equal number of shares of Class C Common Stock. Each share of Class C Common Stock bears the same dividend and liquidation rights as one share of Class A Common Stock. The reported transaction does not represent a sale by the reporting persons.

2. [Continuation] MSD Partners is the investment manager of, and may be deemed to beneficially own securities owned by, MSDC Denali Investors and MSDC Denali EIV. MSD Partners (GP), LLC ("MSD GP") is the general partner of, and may be deemed to beneficially own securities owned by, MSD Partners. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of MSD GP and may be deemed to have or share voting and/or dispositive power over the securities beneficially owned by MSD GP. Each of Messrs. Fuhrman, Phelan and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein.

3. Each share of Class A Common Stock is convertible into one share of Class C Common Stock at any time at the holder's election.

**Remarks:**

MSD Partners, L.P. By: MSD Partners (GP), LLC, its General Partner By: /s/ Marc R. Lisker 06/26/2019  
Name: Marc R. Lisker Title: Manager

MSDC Denali Investors, L.P. By: MSDC Denali (GP), LLC, its General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager

MSDC Denali EIV, LLC By: MSDC Denali (GP), LLC, its Managing Member By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager

\*\* 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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.**