

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Durban Egon</u>  (Last) (First) (Middle) <u>C/O SILVER LAKE</u> <u>2775 SAND HILL ROAD, SUITE 100</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dell Technologies Inc [ DVMT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/07/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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			
Series B Common Stock	09/07/2016		D		42,424,800	D	(1)	0	I	Held through Silver Lake Partners III, L.P. <sup>(2)(7)</sup>
Series B Common Stock	09/07/2016		D		28,669,091	D	(1)	0	I	Held through Silver Lake Partners IV, L.P. <sup>(3)(7)</sup>
Series B Common Stock	09/07/2016		D		25,454,545	D	(1)	0	I	Held through SLP Denali Co-Invest, L.P. <sup>(4)(7)</sup>
Series B Common Stock	09/07/2016		D		1,211,564	D	(1)	0	I	Held through Silver Lake Technology Investors III, L.P. <sup>(5)(7)</sup>
Series B Common Stock	09/07/2016		D		421,818	D	(1)	0	I	Held through Silver Lake Technology Investors IV, L.P. <sup>(6)(7)</sup>

**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	Amount or Number of Shares				
Class B Common Stock	(8)	09/07/2016		A <sup>(1)</sup>		42,424,800		(8)	(8)	Class C Common Stock	42,424,800	(1)	42,424,800	I	Held through Silver Lake Partners III, L.P. <sup>(2)(7)</sup>
Class B Common Stock	(8)	09/07/2016		A <sup>(1)</sup>		28,669,091		(8)	(8)	Class C Common Stock	28,669,091	(1)	28,669,091	I	Held through Silver Lake Partners IV, L.P. <sup>(3)(7)</sup>

**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	Amount or Number of Shares				
Class B Common Stock	(8)	09/07/2016		A <sup>(1)</sup>		25,454,545		(8)	(8)	Class C Common Stock	25,454,545	(1)	25,454,545	I	Held through SLP Denali Co-Invest, L.P. <sup>(4)(7)</sup>
Class B Common Stock	(8)	09/07/2016		A <sup>(1)</sup>		1,211,564		(8)	(8)	Class C Common Stock	1,211,564	(1)	1,211,564	I	Held through Silver Lake Technology Investors III, L.P. <sup>(5)(7)</sup>
Class B Common Stock	(8)	09/07/2016		A <sup>(1)</sup>		421,818		(8)	(8)	Class C Common Stock	421,818	(1)	421,818	I	Held through Silver Lake Technology Investors IV, L.P. <sup>(6)(7)</sup>
Class B Common Stock	(8)	09/07/2016		A <sup>(9)</sup>		16,892,356		(8)	(8)	Class C Common Stock	16,892,356	\$27.5	59,317,156	I	Held through Silver Lake Partners III, L.P. <sup>(2)(7)</sup>
Class B Common Stock	(8)	09/07/2016		A <sup>(9)</sup>		11,415,222		(8)	(8)	Class C Common Stock	11,415,222	\$27.5	40,084,313	I	Held through Silver Lake Partners IV, L.P. <sup>(3)(7)</sup>
Class B Common Stock	(8)	09/07/2016		A <sup>(9)</sup>		9,847,096		(8)	(8)	Class C Common Stock	9,847,096	\$27.5	35,301,641	I	Held through SLP Denali Co-Invest, L.P. <sup>(4)(7)</sup>
Class B Common Stock	(8)	09/07/2016		A <sup>(9)</sup>		482,410		(8)	(8)	Class C Common Stock	482,410	\$27.5	1,693,974	I	Held through Silver Lake Technology Investors III, L.P. <sup>(5)(7)</sup>
Class B Common Stock	(8)	09/07/2016		A <sup>(9)</sup>		167,956		(8)	(8)	Class C Common Stock	167,956	\$27.5	589,774	I	Held through Silver Lake Technology Investors IV, L.P. <sup>(6)(7)</sup>

1. Name and Address of Reporting Person\*  
[Durban Egon](#)  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 C/O SILVER LAKE  
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1. Name and Address of Reporting Person\*  
[Silver Lake Partners III LP](#)  
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1. Name and Address of Reporting Person\*

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1. Name and Address of Reporting Person\*

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1. Name and Address of Reporting Person \*

[Silver Lake Group, L.L.C.](#)

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(City) (State) (Zip)

**Explanation of Responses:**

1. Pursuant to a reclassification exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") pursuant to Rules 16b-3 and 16b-7 promulgated thereunder, each share of Series B Common Stock, par value \$0.01 per share, was automatically reclassified into one share of Class B Common Stock, par value \$0.01 per share upon the filing and effectiveness of the Fourth Amended and Restated Certificate of Incorporation of Dell Technologies Inc. (the "Issuer").
2. These securities are directly held by Silver Lake Partners III, L.P. ("SLP III"). The general partner of SLP III is Silver Lake Technology Associates III, L.P. ("SLTA III"), and the general partner of SLTA III is SLTA III (GP), L.L.C. ("SLTA III GP").
3. These securities are directly held by Silver Lake Partners IV, L.P. ("SLP IV"). The general partner of SLP IV is Silver Lake Technology Associates IV, L.P. ("SLTA IV"), and the general partner of SLTA IV is SLTA IV (GP), L.L.C. ("SLTA IV GP").
4. These securities are directly held by SLP Denali Co-Invest, L.P. ("SLP Denali"). The general partner of SLP Denali is SLP Denali Co-Invest GP, L.L.C. ("SLP Denali GP"). The managing member of SLP Denali GP is SLTA III, and the general partner of SLTA III is SLTA III GP.
5. These securities are directly held by Silver Lake Technology Investors III, L.P. ("SLTI III"). The general partner of SLTI III is SLTA III, and the general partner of SLTA III is SLTA III GP.
6. These securities are directly held by Silver Lake Technology Investors IV, L.P. ("SLTI IV"). The general partner of SLTI IV is SLTA IV, and the general partner of SLTA IV is SLTA IV GP.
7. Silver Lake Group, L.L.C. ("SLG") is the managing member of SLTA III GP and SLTA IV GP. Egon Durban, who serves as a director of the Issuer, also serves as a Managing Director of SLG and as a member of the investment committees of SLTA III GP and SLTA IV GP. Each of SLP III, SLTI III, SLTA III, SLTA III GP, SLP IV, SLTI IV, SLTA IV, SLTA IV GP and SLG may be deemed a director by deputization of the Issuer. This filing shall not be deemed an admission that any of them is a director by deputization nor that the Reporting Persons are otherwise subject to Section 16 of the Exchange Act or, for purposes of Section 16 of the Exchange Act or otherwise, that the Reporting Persons are the beneficial owners of any equity securities in excess of their respective pecuniary interests, and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
8. Each share of Class B Common Stock is convertible into one share of Class C Common Stock at any time, at the election of the holder, and has no expiration date.
9. Represents shares of Class B Common Stock purchased from the Issuer in connection with the Issuer's acquisition of EMC Corporation.

**Remarks:**

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. As required, this Form 4 reports all direct and indirect transactions of the Reporting Persons, including those of SLP Denali and SLP Denali GP, which are not included as Reporting Persons on this Form 4, because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system. SLP Denali and SLP Denali GP have filed a separate Form 4, in which the direct and indirect transactions of those entities are separately reported, in addition to being reported on this Form 4.

[EGON DURBAN; /s/ Egon Durban](#) 09/09/2016

[By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C.](#) 09/09/2016

[By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III \(GP\), L.L.C.](#) 09/09/2016

[By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III \(GP\), L.L.C., general partner of Silver Lake Technology Associates III, L.P.](#) 09/09/2016

[By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III \(GP\), L.L.C., general partner of Silver Lake Technology Associates III, L.P., general partner of Silver Lake Partners III, L.P.](#) 09/09/2016

[By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III \(GP\), L.L.C., general partner of Silver Lake Technology Associates III, L.P., general partner of Silver Lake Technology Investors III, L.P.](#) 09/09/2016

[By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C.,](#) 09/09/2016

managing member of SLTA IV (GP), L.L.C.  
By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C., general partner of Silver Lake Technology Associates IV, L.P. 09/09/2016

By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C., general partner of Silver Lake Technology Associates IV, L.P., general partner of Silver Lake Partners IV, L.P. 09/09/2016

By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C., general partner of Silver Lake Technology Associates IV, L.P., general partner of Silver Lake Technology Investors IV, L.P. 09/09/2016

\*\* 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.

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