SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Temasek Holdings (Private) Ltd</u>	2. Date of Event Requiring Statement (Month/Day/Year) 12/26/2018		3. Issuer Name and Ticker or Trading Symbol <u>Dell Technologies Inc</u> [DELL]					
(Last) (First) (Middle) 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD			4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title	on(s) to Issue 10% Owne Other (spe	r (M	onth/Day/Year)	ate of Original Filed t/Group Filing (Check	
(Street) SINGAPORE U0 238891 (City) (State) (Zip)			below)	below)`	Ap		y One Reporting Person y More than One erson	
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Class C Common Stock			18,181,818	I S		See Footnote ⁽¹⁾⁽²⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Underlying Derivative Securi		4. Conversion or Exercise	rcise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		

Explanation of Responses:

1. The shares of Class C Common Stock are directly held by Venezio Investments Pte. Ltd., which is a direct wholly-owned subsidiary of Napier Investments Pte. Ltd. Napier Investments Pte. Ltd. Napier Investments Pte. Ltd., which in turn is a direct wholly-owned subsidiary of Temasek Holdings (Private) Limited. Napier Investments Pte. Ltd., Tembusu Capital Pte. Ltd., and Temasek Holdings (Private) Limited may therefore be deemed to have or share beneficial ownership of the securities held by Venezio Investments Pte. Ltd. Each such person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes.

2. Venezio Investment Pte. Ltd. acquired the Class C Common Stock pursuant to a Common Stock Purchase Agreement by and between Denali Holding Inc. and Venezio Investment Pte. Ltd., dated as of October 12, 2015. The reporting persons are making this filing as a result of the registration of the Class C Common Stock by Dell Technologies Inc. as of the date hereof in connection with the transactions contemplated by the Agreement and Plan of Merger, dated July 1, 2018 (as amended from time to time), between the Issuer and Teton Merger Sub Inc.

<u>/s/ Gregory Tan, Authorised</u>	
<u>Signatory, Temasek Holdings</u>	<u>12/26/2018</u>
(Private) Limited	
** Signature of Reporting Person	Date

** Signature of Reporting Person

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 5 (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.