## FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**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**

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class C Common Stock</td>
<td>07/08/2020</td>
<td></td>
<td>V</td>
<td>100,000 (A)</td>
<td>175,169 (D)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>07/08/2020</td>
<td></td>
<td>V</td>
<td>92,809 (A)</td>
<td>82,360 (D)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>07/08/2020</td>
<td></td>
<td>V</td>
<td>7,191 (A)</td>
<td>75,169 (D)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. 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</th>
<th>7. Title and Amount of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 4)</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>Options to Acquire Class C Common Stock</td>
<td>$13.75</td>
<td>07/08/2020</td>
<td>M</td>
<td>100,000 (A)</td>
<td>02/06/2024</td>
<td>Class C Common Stock</td>
<td>100,000 (A)</td>
<td>1,281,818 (D)</td>
<td>D</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 $53.46. These shares were sold in multiple transactions at prices ranging from $52.94 to $53.93, inclusive. The reporting person underwrote 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 and 3 to this Form 4.

3. The price reported in column 4 represents a weighted average sales price of $54.01. These shares were sold in multiple transactions at prices ranging from $53.94 to $54.11, inclusive.

4. The options are fully vested.

5. Consists of 481,818 time-based options and 800,000 performance-based options.

### Remarks:

\[/\text{Robert Potts, Attorney-in-Fact} \quad 07/10/2020\]

**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.

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