

NETSUITE INC  
Form 3  
December 19, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
NELSON ZACHARY		(Month/Day/Year)	NETSUITE INC [N]	
(Last)	(First)	(Middle)	12/19/2007	
C/O NETSUITE INC., 2955			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
CAMPUS DRIVE, SUITE 100				
(Street)			(Check all applicable)	
SAN MATEO, CA 94403			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Pres., Chief Executive Officer	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,564,884	D	

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

SEC 1473 (7-02)

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**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 Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	02/26/2013	Common Stock	19,783	\$ 0.6	D	Â
Employee Stock Option (right to buy)	Â (2)	01/28/2014	Common Stock	244,507	\$ 0.7	D	Â
Employee Stock Option (right to buy)	Â (3)	12/30/2015	Common Stock	100,000	\$ 5	D	Â
Employee Stock Option (right to buy)	Â (4)	06/28/2017	Common Stock	125,001	\$ 12.4	D	Â
Employee Stock Option (right to buy)	Â (5)	12/12/2017	Common Stock	93,750	\$ 14.5	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON ZACHARY C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403	Â X	Â	Â Pres., Chief Executive Officer	Â

## Signatures

/s/ DOUGLAS P. SOLOMON, by power of attorney 12/19/2007

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 237,400 shares was granted on February 26, 2003 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One forty-eighth of the shares subject to the option vested on February 22, 2003 and one forty-eighth of the shares vested monthly thereafter.
- (2) The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 782,402 shares was granted on January 28, 2004 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One forty-eighth of the shares subject to the option vested on February 15, 2004 and one forty-eighth of the shares shall vest monthly thereafter.
- (3) The option is subject to an early exercise provision and is immediately exercisable. One ninety-sixth of the shares subject to the option vested on January 30, 2006 and one ninety-sixth of the shares shall vest monthly thereafter.
- (4) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on July 28, 2007 and one forty-eighth of the shares shall vest monthly thereafter. of the shares on July 28, 2007 and 1/48th of the shares on the 28th day of each month thereafter
- (5) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option shall vest on January 12, 2008 and one forty-eighth of the shares shall vest monthly thereafter.

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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