

NetApp, Inc.  
Form 4  
June 05, 2015

**FORM 4**

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

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

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GEORGENS THOMAS**

(Last) (First) (Middle)

495 EAST JAVA DRIVE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NetApp, Inc. [NTAP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/03/2015**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Former CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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		
Common Stock	06/03/2015		M		17,125	A	<u>11</u>	37,620	D
Common Stock	06/03/2015		F		6,728	D	\$ 33.245	30,892	D
Common Stock	06/03/2015		M		31,250	A	<u>11</u>	62,142	D
Common Stock	06/03/2015		F		16,306	D	\$ 33.245	45,836	D
Common Stock	06/05/2015		S		34,705	D	\$ 33.8052 (2)	11,131	D

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Common Stock 532 I by Spouse <sup>(3)</sup>

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

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**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 Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit <sup>(4)</sup>	\$ 0	06/03/2015		M	17,125	<sup>(5)</sup> <sup>(5)</sup>	Common Stock	17,125
Restricted Stock Unit <sup>(4)</sup>	\$ 0	06/03/2015		M	31,250	<sup>(6)</sup> <sup>(6)</sup>	Common Stock	31,250

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GEORGENS THOMAS 495 EAST JAVA DRIVE SUNNYVALE, CA 94089	X Former CEO

## Signatures

By: Roberta S. Cohen Attorney-in-Fact For: Thomas Georgens 06/05/2015

<sup>(1)</sup>Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Restricted stock units convert into common stock on a one-for-one basis.

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- The price in Column 4 is a weighted average price. The prices actually received ranged from \$33.73 to \$33.85. The reporting person will
- (2) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
  - (3) Mr. Georgens disclaims beneficial ownership of these shares.
  - (4) Non-Derivative Securities Beneficially Owned includes shares acquired under NetApp Employee Stock Purchase Plan on May 31, 2013.
  - (5) On June 3, 2013, the reporting person was granted 68,500 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date, subject to continued service on each applicable vesting date.
  - (6) On June 3, 2014, the reporting person was granted 125,000 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date, subject to continued service on each applicable vesting date.

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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