

NETSUITE INC
Form 4
January 20, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goldberg Evan

(Last) (First) (Middle)
2955 CAMPUS DRIVE, SUITE 100
(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETSUITE INC [N]

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2016

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)
CTO & Chairman of the Board

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	01/15/2016		M ⁽¹⁾		16,250	A	\$ 12.4	2,128,215	I	See footnote (2)
Common Stock	01/15/2016		M ⁽¹⁾		3,750	A	\$ 13.35	2,131,965	I	See footnote (2)
Common Stock	01/15/2016		S ⁽¹⁾		8,599	D	\$ 71.57	2,123,366	I	See footnote (2)
Common Stock	01/15/2016		S ⁽¹⁾		9,001	D	\$ 72.47	2,114,365	I	See footnote

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Common Stock	01/15/2016	<u>S</u> ⁽¹⁾	2,400	D	<u>(4)</u> \$ 73.09 <u>(5)</u>	2,111,965	I	<u>(2)</u> See footnote <u>(2)</u>
Common Stock						88,406	D	

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

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SEC 1474
(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.4	01/15/2016		<u>M</u> ⁽¹⁾	16,250	<u>(6)</u> 03/03/2020	Common Stock 16,250
Employee Stock Option (Right to Buy)	\$ 13.35	01/15/2016		<u>M</u> ⁽¹⁾	3,750	<u>(7)</u> 08/14/2019	Common Stock 3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldberg Evan 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403	X		CTO & Chairman of the Board	

Signatures

/s/ Douglas P. Solomon, Attorney-in-fact to Evan
Goldberg

01/20/2016

__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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 22, 2015.
- (2) Shares held directly by the Evan and Cynthia Goldberg Revocable Trust (the "Trust"). The Reporting Person is a Trustee of the Trust.
The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$70.99 to
- (3) \$71.98, per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$71.99 to
- (4) \$72.96, per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$72.99 to
- (5) \$73.38, per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (6) The stock option vested and became exercisable in forty-eight monthly installments following the vesting commencement date of March 3, 2010.
- (7) The stock option vested and became exercisable in forty-eight monthly installments following the vesting commencement date of August 15, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.