

NETSUITE INC  
Form 4  
July 30, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Huffman Marc

(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)  
07/28/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

President WW Sales & Distrib

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/28/2015		M		1,043 A \$ 5	70,628	D
Common Stock	07/28/2015		M		521 A \$ 12.4	71,149	D
Common Stock	07/28/2015		M		637 A \$ 29.32	71,786	D
Common Stock	07/28/2015		M		32 A \$ 46.78	71,818	D
Common Stock	07/28/2015		M		530 A \$ 46.78	72,348	D

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Common Stock	07/28/2015	M	7,756	A	\$ 71.78	80,104	D
Common Stock	07/28/2015	<u>S<sup>(1)</sup></u>	2,738	D	\$ 95.91 <u>(2)</u>	77,366	D
Common Stock	07/28/2015	<u>S<sup>(1)</sup></u>	2,331	D	\$ 96.82 <u>(3)</u>	75,035	D
Common Stock	07/28/2015	<u>S<sup>(1)</sup></u>	3,080	D	\$ 98.38 <u>(4)</u>	71,955	D
Common Stock	07/28/2015	<u>S<sup>(1)</sup></u>	2,370	D	\$ 98.97 <u>(5)</u>	69,585	D

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

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(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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5	07/28/2015		M	1,043	<u>(6)</u> 12/30/2015	Common Stock	1,043
Employee Stock Option (Right to Buy)	\$ 12.4	07/28/2015		M	521	<u>(7)</u> 03/03/2020	Common Stock	521
	\$ 29.32	07/28/2015		M	637	<u>(8)</u> 03/07/2021		637

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 46.78	07/28/2015	M	32	(9)	03/03/2022		Common Stock	32
Employee Stock Option (Right to Buy)	\$ 46.78	07/28/2015	M	530	(9)	03/03/2022		Common Stock	530
Employee Stock Option (Right to Buy)	\$ 71.78	07/28/2015	M	7,756	(10)	05/15/2024		Common Stock	7,756

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huffman Marc 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403			President WW Sales & Distrib	

## Signatures

/s/ Douglas Solomon, Attorney-in-fact to Reporting Person

07/30/2015

\_\_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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 12, 2015.  
The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$95.39 to \$96.39, 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.
  - (2) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$96.40 to \$97.16, 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.
  - (3) The sale prices reported in column 4 of Table I represent the weighted average sale price of the shares sold ranging from \$97.84 to \$98.74, per share, respectively. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting

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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 \$98.75 to

- (5) \$99.32, 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 option shares vest monthly over 8 years following the vesting commencement date of 12/30/2005.
- (7) 1/48th of the option shares vest each month following the vesting commencement date of 3/3/2010.
- (8) 1/48th of the option shares vest each month following the vesting commencement date of 3/3/2011.
- (9) 1/48th of the option shares vest each month following the vesting commencement date of 3/3/2012.
- (10) 1/48th of the option shares vest each month following the vesting commencement date of 5/15/2014.

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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