

NetApp, Inc.
Form DEFA14A
April 07, 2009

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the registrant
Filed by a party other than the registrant
Check the appropriate box:

- Preliminary proxy statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive proxy statement
- Definitive additional materials
- Soliciting material pursuant to §240.14a-12

NETAPP, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On March 23, 2009, NetApp, Inc. (the Company) filed a Definitive Proxy Statement for a Special Meeting of Stockholders to be held on April 21, 2009 (the Proxy Statement), which, among other things, contains a proposal to be submitted to the Company s stockholders to approve a one-time option exchange program (the Option Exchange Program) pursuant to which employees of the Company (excluding executives and directors) who hold certain options to purchase shares of the Company s common stock (such options, eligible options) will be given the opportunity to exchange such eligible options for restricted stock units.

The attached additional soliciting material (the Presentation) was disseminated by the Company on the evening of April 6, 2009 in connection with the proposed Option Exchange Program. The Presentation is a modified version of a presentation previously disseminated to investors and filed as additional definitive proxy material on Schedule 14A with the Securities and Exchange Commission (the SEC) on April 1, 2009.

Important Additional Information

As noted above, the Company filed the Proxy Statement with the SEC on March 23, 2009 in connection with the proposed Option Exchange Program. STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT SOLICITATION MATERIALS FILED BY THE COMPANY WITH THE SEC BECAUSE SUCH MATERIALS CONTAIN IMPORTANT INFORMATION. Stockholders may obtain a free copy of the Proxy Statement and other materials filed by the Company with the SEC at the SEC s website at www.sec.gov or by contacting the Compensation Group at NetApp, Inc., 495 East Java Dr., Sunnyvale, CA 94089.
