

NETSUITE INC

Form 4

April 18, 2016

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
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(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)
04/15/2016

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)
Common Stock	04/14/2016		G	V 175,000 A \$ 0	289,892	D	
Common Stock	04/14/2016		G	V 175,000 D \$ 0	1,956,598	I	See Footnote (1)
Common Stock	04/15/2016		M ⁽²⁾	7,507 A \$ 29.32	297,399	D	
Common Stock	04/15/2016		M ⁽²⁾	12,493 A \$ 46.78	309,892	D	
Common Stock	04/15/2016		S ⁽²⁾	15,700 D \$ 70.475	294,192	D	

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Common Stock 04/15/2016 S⁽²⁾ 4,300 D \$ 71.0448 289,892 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.32	04/15/2016		M ⁽²⁾	7,507	⁽³⁾ 03/07/2021	Common Stock 7,507
Employee Stock Option (right to buy)	\$ 46.78	04/15/2016		M ⁽²⁾	12,493	⁽⁴⁾ 03/03/2022	Common Stock 12,493

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 for Evan Goldberg

04/18/2016

 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) Shares held directly by The Evan and Cynthia Goldberg Revocable Trust, of which the Reporting Person is a trustee.
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 13, 2015.
- (3) The option vested in 48 monthly installments from March 3, 2011 to March 3, 2015.
- (4) The option vested in 48 monthly installments from March 6, 2012 to March 6, 2016.

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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