NETSUITE INC
Form 4
November 09, 2016

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Solomon Douglas P.

(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)
11/07/2016

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)
SVP, General Counsel & Sec

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/07/2016		D		15,036 (1)	D	(2)	0	D	

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 12.4	11/07/2016		D			2,672	(3)	(3)	Common Stock	2,672
Employee Stock Option (right to buy)	$ 29.32	11/07/2016		D			8,486	(3)	(3)	Common Stock	8,486
Employee Stock Option (right to buy)	$ 46.78	11/07/2016		D			7,872	(3)	(3)	Common Stock	7,872
Employee Stock Option (right to buy)	$ 69.25	11/07/2016		D			19,589	(3)	(3)	Common Stock	19,589
Employee Stock Option (right to buy)	$ 75.18	11/07/2016		D			13,057	(3)	(3)	Common Stock	13,057
Employee Stock Option (right to buy)	$ 92.58	11/07/2016		D			17,241	(3)	(3)	Common Stock	17,241
Employee Stock Option (right to buy)	$ 102.61	11/07/2016		D			10,061	(3)	(3)	Common Stock	10,061
Restricted Stock Units (4)	$ 0	11/07/2016		D			30,093	(3)	(3)	Common Stock	30,093
Performance Restricted Stock Units (4)	$ 0	11/07/2016		D			33,198	(3)(5)	(3)(5)	Common Stock	33,198

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Solomon Douglas P.
2955 CAMPUS DRIVE, SUITE 100
SAN MATEO, CA 94403

SVP, General Counsel & Sec

Signatures

/s/ Douglas P. Solomon — 11/09/2016

**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) Includes 279 shares acquired under the NetSuite Inc. Employee Stock Purchase Plan on October 31, 2016. Excludes shares underlying Restricted Stock Units previously reported in this Table I but are displayed in Table II of this filing for clarity.

(2) Outstanding shares of the common stock of the Issuer were converted into the right to receive $109.00 per share in cash, without interest thereon and subject to any required tax withholding (the "Merger Consideration"), in accordance with the Merger Agreement.

(3) Outstanding stock options, restricted stock units ("RSUs") or performance-based restricted stock units ("PRSUs") of the Issuer were either (i) assumed by Parent and automatically converted into corresponding equity incentive awards on common stock of Parent in accordance with the Merger Agreement, or (ii) cancelled and converted into the right to receive the Merger Consideration (less the exercise price, in the case of stock options) in accordance with the Merger Agreement.

(4) Each RSU and PRSU represented the contingent right to receive one share of common stock of the Issuer.

(5) Includes PRSUs that were deemed fully vested and cancelled in exchange for the right to receive the Merger Consideration, in accordance with the Merger Agreement.

Remarks:

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"),

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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