

NETSUITE INC  
Form 3  
February 17, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Â Ramsey James Burr                       |         | (Month/Day/Year)                     | NETSUITE INC [N]   |  |
| (Last)                                    | (First) | (Middle)                             | 02/06/2009   |  |
| C/O NETSUITE INC.,Â 2955                  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| CAMPUS DRIVE, SUITE 100                   |         |                                      |  |  |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| SAN MATEO,Â CAÂ 94403                     |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | SVP Worldwide Sales & Distrib.   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 102,039 <sup>(1)</sup>                                | D  | Â   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                      | Date Exercisable | Expiration Date | Amount or Number of Shares   | or Indirect (I) (Instr. 5) |
|--------------------------------------|------------------|-----------------|------------------------------|----------------------------|
| Employee Stock Option (right to buy) | Â (2)            | 01/28/2014      | Common Stock 13,047 \$ 0.7   | D Â                        |
| Employee Stock Option (right to buy) | Â (3)            | 05/17/2015      | Common Stock 10,692 \$ 1     | D Â                        |
| Employee Stock Option (right to buy) | Â (4)            | 12/30/2015      | Common Stock 23,437 \$ 5     | D Â                        |
| Employee Stock Option (right to buy) | Â (5)            | 06/28/2017      | Common Stock 37,500 \$ 12.4  | D Â                        |
| Employee Stock Option (right to buy) | Â (6)            | 12/11/2017      | Common Stock 28,125 \$ 14.5  | D Â                        |
| Employee Stock Option (right to buy) | Â (7)            | 12/18/2017      | Common Stock 9,375 \$ 26     | D Â                        |
| Employee Stock Option (right to buy) | Â (8)            | 08/14/2018      | Common Stock 25,000 \$ 17.25 | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Ramsey James Burr<br>C/O NETSUITE INC.<br>2955 CAMPUS DRIVE, SUITE 100<br>SAN MATEO, CA 94403 | Â             | Â         | Â SVP Worldwide Sales & Distrib. | Â     |

## Signatures

/s/ Douglas P. Solomon, by power of attorney 02/13/2009

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 23,437 shares represented by restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of NetSuite Inc. common stock. The Reporting Person was originally awarded 25,000 RSUs. One-sixteenth of the RSUs vested on November 15, 2008 and one-sixteenth of the RSUs shall vest quarterly thereafter.

(2) The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 82,700 shares was granted on January 28, 2004 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One forty-eighth of the shares subject to the option vested on February 15, 2004 and one forty-eighth of the shares vest monthly thereafter.

(3) The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 18,329 shares was granted on May 17, 2005 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One forty-eighth of the shares subject to the option vested on June 17, 2005 and one forty-eighth of the shares vest monthly thereafter.

(4) The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 25,000 shares was granted on December 30, 2005 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One

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ninety-sixth of the shares subject to the option vested on January 30, 2006 and one ninety-sixth of the shares vest monthly thereafter.

- (5) The option is fully vested.
- (6) The option is subject to an early exercise provision and is immediately exercisable. One thirty-sixth of the shares subject to the option vested on January 12, 2009 and one thirty-sixth of the shares shall vest monthly thereafter.
- (7) One thirty-sixth of the shares subject to the option vested on January 19, 2009 and one thirty-sixth of the shares shall vest monthly thereafter.
- (8) One forty-eighth of the shares subject to the option vested on August 15, 2008 and one forty-eighth of the shares shall vest on the first day of each month thereafter.

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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