

NETSUITE INC  
Form 4  
February 18, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
02/16/2016

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)	(A) or (D)	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	02/01/2016		G	V	7,309	D \$ 0	2,130,332 <sup>(1)</sup>	I	See footnote <sup>(2)</sup>
Common Stock	02/16/2016		A		15,235 <sup>(3)</sup>	A \$ 0	77,965 <sup>(4)</sup>	D	
Common Stock	02/16/2016		M <sup>(5)</sup>		5,936	A \$ 13.35	83,901	D	
Common Stock	02/16/2016		M <sup>(5)</sup>		14,064	A \$ 17.25	97,965	D	
Common Stock	02/16/2016		S <sup>(5)</sup>		6,536	D \$ 52.2998	91,429	D	

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Common Stock	02/16/2016	S <sup>(5)</sup>	9,232	D	<u>(6)</u> \$ 53,2997	82,197	D
Common Stock	02/16/2016	S <sup>(5)</sup>	4,232	D	<u>(7)</u> \$ 53,9992	77,965	D
Common Stock	02/17/2016	S <sup>(5)</sup>	22,119	D	<u>(8)</u> \$ 54,9143	55,846	D
					<u>(9)</u>		

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
Stock Option (right to buy)	\$ 13.35	02/16/2016		M <sup>(5)</sup>	5,936	<u>(10)</u> 08/15/2019	Common Stock	5,936
Stock Option (right to buy)	\$ 17.25	02/16/2016		M <sup>(5)</sup>	14,064	<u>(11)</u> 08/15/2018	Common Stock	14,064

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldberg Evan 2955 CAMPUS DRIVE, SUITE 100	X		CTO & Chairman of the Board	

SAN MATEO, CA 94403

## Signatures

/s/ Douglas P. Solomon, Attorney-in-Fact for Evan  
Goldberg

02/18/2016

\_\_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) Includes 25,676 shares previously held directly by the Reporting Person which were re-registered and are now held by The Evan and Cynthia Goldberg Revocable Trust.
- (2) Shares held directly by The Evan and Cynthia Goldberg Revocable Trust, of which the Reporting Person is a trustee.  
Shares awarded pursuant to performance share units. The Compensation Committee authorized the issuance of the underlying shares based upon the Company's achievement level against certain financial targets as determined by the Compensation Committee. The
- (3) financial targets were set by the Compensation Committee on December 12, 2013. One-half of the shares vested on February 15, 2016 and the remaining shares will vest on February 15, 2017.
- (4) Excludes 25,676 shares previously held directly by the Reporting Person which were re-registered and are now held by The Evan and Cynthia Goldberg Revocable Trust.
- (5) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 13, 2015.
- (6) Represents the weighted average sale price of the shares sold ranging from \$51.77 to \$52.76 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.  
Represents the weighted average sale price of the shares sold ranging from \$52.77 to \$53.76 per share. Upon request by the Commission
- (7) 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.  
Represents the weighted average sale price of the shares sold ranging from \$53.77 to \$54.31 per share. Upon request by the Commission
- (8) 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.  
Represents the weighted average sale price of the shares sold ranging from \$54.625 to \$55.49 per share. Upon request by the
- (9) 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.
- (10) The option vested in 48 monthly installments from August 15, 2009 to August 15, 2013.
- (11) The option vested in 48 monthly installments from July 1, 2008 to July 1, 2012.

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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