

NETSUITE INC  
Form 4  
November 09, 2016

**FORM 4**

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

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).

**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 \*  
**NELSON ZACHARY**

(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  
 Officer (give title below)  Other (specify below)

President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 11/07/2016                           |  | D                              |   | 97 <sup>(1)</sup>   | D  | <del>2</del> 0  |
| Common Stock                    | 11/07/2016                           |  | D                              |   | 801,480   | D  | <del>2</del> 0  |

By EZ Living Trust, Zachary Nelson & Elizabeth Horn TR

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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A) (D) | Date Exercisable   | Expiration Date | Title   | Amount of Number of Shares |
| Employee Stock Option (right to buy)       | \$ 46.78   | 11/07/2016                           |  | D                              |   | 16,115  | (3)  | (3)             | Common Stock  | 16,115                     |
| Employee Stock Option (right to buy)       | \$ 69.25   | 11/07/2016                           |  | D                              |   | 88,149  | (3)  | (3)             | Common Stock  | 88,149                     |
| Employee Stock Option (right to buy)       | \$ 75.18   | 11/07/2016                           |  | D                              |   | 48,497  | (3)  | (3)             | Common Stock  | 48,497                     |
| Employee Stock Option (right to buy)       | \$ 92.58   | 11/07/2016                           |  | D                              |   | 79,460  | (3)  | (3)             | Common Stock  | 79,460                     |
| Employee Stock Option (right to buy)       | \$ 102.61  | 11/07/2016                           |  | D                              |   | 56,132  | (3)  | (3)             | Common Stock  | 56,132                     |
| Restricted Stock Units (4)                 | \$ 0   | 11/07/2016                           |  | D                              |   | 139,956 | (3)  | (3)             | Common Stock  | 139,956                    |
| Performance Restricted Stock Units (4)     | \$ 0   | 11/07/2016                           |  | D                              |   | 342,546 | (3)(5)   | (3)(5)          | Common Stock  | 342,546                    |

## Reporting Owners

| Reporting Owner Name / Address                 | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| NELSON ZACHARY<br>2955 CAMPUS DRIVE, SUITE 100 | X             |           | President & CEO |       |

SAN MATEO, CA 94403

## Signatures

/s/ Douglas P. Solomon,  
attorney-in-fact

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 97 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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