

NetApp, Inc.
Form 3
July 27, 2015

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 REICH JOEL D | | (Month/Day/Year) | NetApp, Inc. [NTAP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 495 EAST JAVA DRIVE | | 07/17/2015 | | |
| (Street) | | | (Check all applicable) | |
| SUNNYVALE,Â CAÂ 94089 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | Exec VP, Product Operations | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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) |
|------------------------------------|--|---|--|

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) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

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| | | | | | | | |
|---|----------------------------|------------|--------------|--------|---------------------|---|---|
| Non-Qualified Stock Option (right to buy) | 07/01/2012 ⁽¹⁾ | 05/31/2019 | Common Stock | 4,500 | \$ 29.44 | D | Â |
| Non-Qualified Stock Option (right to buy) | 07/03/2014 ⁽²⁾ | 06/02/2021 | Common Stock | 14,700 | \$ 36.59 | D | Â |
| Non-Qualified Stock Option (right to buy) | 07/01/2010 ⁽³⁾ | 05/31/2017 | Common Stock | 7,709 | \$ 37.62 | D | Â |
| Non-Qualified Stock Option (right to buy) | 07/03/2013 ⁽⁴⁾ | 06/02/2020 | Common Stock | 14,400 | \$ 37.64 | D | Â |
| Non-Qualified Stock Option (right to buy) | 10/28/2014 ⁽⁵⁾ | 11/14/2020 | Common Stock | 25,000 | \$ 41.42 | D | Â |
| Non-Qualified Stock Option (right to buy) | 07/01/2011 ⁽⁶⁾ | 05/31/2018 | Common Stock | 10,000 | \$ 53.22 | D | Â |
| Restricted Stock Unit | 04/16/2013 ⁽⁷⁾ | 04/16/2019 | Common Stock | 2,500 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Unit | 06/01/2013 ⁽⁹⁾ | 06/01/2019 | Common Stock | 1,200 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Unit | 06/03/2014 ⁽¹⁰⁾ | 06/03/2020 | Common Stock | 2,400 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Unit | 11/15/2014 ⁽¹¹⁾ | 11/14/2020 | Common Stock | 6,249 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Unit | 06/03/2015 ⁽¹²⁾ | 06/02/2021 | Common Stock | 9,750 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Unit | 06/01/2016 ⁽¹³⁾ | 06/22/2022 | Common Stock | 11,400 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Unit | 06/01/2016 ⁽¹⁴⁾ | 06/23/2022 | Common Stock | 13,700 | \$ 0 ⁽⁸⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REICH JOEL D 495 EAST JAVA DRIVE SUNNYVALE, CA 94089 | Â | Â | Â Exec VP, Product Operations | Â |

Signatures

By: Roberta S. Cohen Attorney-in-Fact For: Joel D. Reich

07/27/2015

**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) On June 1, 2012, the reporting person was granted 14,400 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 1, 2012, subject to continued service on each applicable vesting date.
 - (2) On June 3, 2014, the reporting person was granted 16,800 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 3, 2014, subject to continued service on each applicable vesting date.
 - (3) On June 1, 2010, the reporting person was granted 10,000 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 1, 2010, subject to continued service on each applicable vesting date.
 - (4) On June 3, 2013, the reporting person was granted 14,400 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 3, 2013, subject to continued service on each applicable vesting date.
On November 15, 2013, the reporting person was granted 25,000 nonqualified stock options, subject to the option vesting 25% on October 28, 2014, with the balance of the shares vesting monthly in equal installments over the next 36 months, subject to continued service on each applicable vesting date.
 - (6) On June 1, 2011, the reporting person was granted 10,000 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 1, 2011, subject to continued service on each applicable vesting date.
 - (7) On April 16, 2012, the reporting person was granted 10,000 restricted stock units, vesting in four equal annual installments beginning on April 16, 2013 and subject to continued service on each applicable vesting date.
 - (8) Restricted stock units convert into common stock on a one-for-one basis.
 - (9) On June 1, 2012, the reporting person was granted 4,800 restricted stock units, vesting in four equal annual installments beginning on June 1, 2013 and subject to continued service on each applicable vesting date.
 - (10) On June 3, 2013, the reporting person was granted 4,800 restricted stock units, vesting in four equal annual installments beginning on June 3, 2014 and subject to continued service on each applicable vesting date.
 - (11) On November 15, 2013, the reporting person was granted 8,333 restricted stock units, vesting in four equal annual installments beginning on November 15, 2014 and subject to continued service on each applicable vesting date.
 - (12) On June 3, 2014, the reporting person was granted 13,000 restricted stock units, vesting in four equal annual installments beginning on June 3, 2015, and subject to continued service on each applicable vesting date.
 - (13) On June 23, 2015, the reporting person was granted 11,400 restricted stock units, vesting in four equal annual installments beginning on June 1, 2016, subject to continued service on each applicable vesting date.
 - (14) On June 23, 2015, the reporting person was granted 13,700 restricted stock units, vesting in four equal annual installments beginning on June 1, 2016, subject to continued service on each applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.