

NETSUITE INC
Form 4
June 13, 2014

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 *
ZANDER EDWARD J

(Last) (First) (Middle)

C/O NETSUITE INC., 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)

06/11/2014

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/11/2014 | | A | (A) or (D) A | 2,479 ⁽¹⁾ | D | |
| Common Stock | | | | | \$ 0 | | |
| Common Stock | | | | | 2,479 ^{(2) (3)} | D | |
| Common Stock | | | | | 7,497 ⁽⁴⁾ | I | See footnote ⁽⁵⁾ |
| Common Stock | | | | | 2,500 ⁽⁶⁾ | I | See footnote ⁽⁷⁾ |

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Non-qualified Stock Option (right to buy) | \$ 80.7 | 06/11/2014 | | A | 3,194 | (8) 06/11/2024 | Common Stock | 3,194 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZANDER EDWARD J C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403 | X | | | |

Signatures

/s/ Adriana Botto, by power of attorney
Date: 06/13/2014

__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).
- Shares represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of NetSuite Inc.
- (1) common stock. The restricted stock units vest in full on the earlier of (i) the date of the next annual stockholder meeting following the date of grant or (ii) December 31 of the calendar year following the calendar year in which the grant occurs.
 - (2) Excludes 7,497 shares previously held directly by the Reporting Person which were re-registered and are now indirectly held by The Edward & Mona Zander Trust.
 - (3) Excludes 2,500 shares previously held directly by the Reporting Person which were re-registered and are now indirectly held by The Mona and Edward Zander Family Foundation.
 - (4) Includes 7,497 shares previously held directly by the Reporting Person which were re-registered and are now indirectly held by The Edward & Mona Zander Trust.

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- (5) Shares held directly by The Edward & Mona Zander Trust (the "Trust"). The Reporting Person is a Trustee of the Trust.
- (6) Includes 2,500 shares previously held directly by the Reporting Person which were re-registered and are now indirectly held by The Mona and Edward Zander Family Foundation.
- (7) Shares held directly by The Mona and Edward Zander Family Foundation (the "Foundation"). The Reporting Person and his spouse are officers of the Foundation.
- (8) The option vests and becomes exercisable in twelve equal monthly installments beginning on July 11, 2014.

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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