

NetApp, Inc.  
Form 8-K  
September 07, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 31, 2011

**NETAPP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-27130**  
(Commission  
File Number)

**77-0307520**  
(IRS Employer  
Identification No.)

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495 East Java Drive

Sunnyvale, CA 94089

(Address of principal executive offices, including zip code)

(408) 822-6000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Amendments to 1999 Stock Option Plan

The Board of Directors of NetApp, Inc. (the Company) previously adopted, subject to stockholder approval, an amendment to the Company's 1999 Stock Option Plan (the 1999 Plan) to increase the share reserve by an additional 7,700,000 shares of common stock and to approve the 1999 Plan for Section 162(m) purposes to enable certain awards granted under the 1999 Plan to continue to qualify as deductible performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code.

The Company's stockholders approved the amendment described above at the Annual Meeting of Stockholders of the Company held on August 31, 2011 (the Annual Meeting).

The foregoing is qualified in its entirety by reference to the 1999 Plan, a copy of which was previously filed as Appendix A to the Company's proxy statement dated July 19, 2011 and is incorporated herein by reference.

Amendment to Employee Stock Purchase Plan

The Company's Board of Directors previously adopted, subject to stockholder approval, an amendment to the Company's Employee Stock Purchase Plan (the Purchase Plan) to increase the share reserve by an additional 3,500,000 shares of common stock, to clarify the discretion of the Purchase Plan administrator to determine eligibility requirements, and to remove its fixed-term expiration date.

The Company's stockholders approved the amendment described above at the Annual Meeting.

The foregoing is qualified in its entirety by reference to the Purchase Plan, a copy of which was previously filed as Appendix B to the Company's proxy statement dated July 19, 2011 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On August 31, 2011, the Company held its 2011 Annual Meeting of Stockholders. At the Annual Meeting, the stockholders of the Company elected the following individuals to the Board of Directors. Each Director will serve for the ensuing year or until his respective successor is duly elected and qualified. No members of the Company's Board of Directors had continuing terms without election.

| Nominee               | Votes For   | Votes Withheld | Broker Nonvotes* |
|-----------------------|-------------|----------------|------------------|
| Daniel J. Warmenhoven | 289,024,663 | 7,841,439      | 30,638,824       |
| Jeffrey R. Allen      | 283,504,115 | 13,361,987     | 30,638,824       |
| Alan L. Earhart       | 291,958,751 | 4,907,351      | 30,638,824       |
| Thomas Georgens       | 293,965,703 | 2,900,399      | 30,638,824       |
| Gerald Held           | 287,537,303 | 9,328,799      | 30,638,824       |
| Nicholas G. Moore     | 291,776,415 | 5,089,687      | 30,638,824       |
| T. Michael Nevens     | 292,604,920 | 4,261,182      | 30,638,824       |
| George T. Shaheen     | 289,026,839 | 7,839,263      | 30,638,824       |
| Robert T. Wall        | 286,764,382 | 10,101,720     | 30,638,824       |
| Richard P. Wallace    | 293,618,286 | 3,247,816      | 30,638,824       |

\* Broker nonvotes do not affect the outcome of the election.

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In addition, the following proposals were voted on and approved at the Annual Meeting:

- Proposal to approve an amendment to increase the share reserve under the 1999 Plan by an additional 7,700,000 shares of common stock and to approve the 1999 Plan for Section 162(m) purposes to enable certain awards granted under the 1999 Plan to continue to qualify as deductible performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code.

| Votes For   | Votes Against | Abstentions | Broker Nonvotes |
|-------------|---------------|-------------|-----------------|
| 245,291,338 | 51,500,578    | 74,186      | 30,638,824      |

- Proposal to approve an amendment to the Employee Stock Purchase Plan ( Purchase Plan ) to increase the share reserve under the Purchase Plan by an additional 3,500,000 shares of common stock.

| Votes For   | Votes Against | Abstentions | Broker Nonvotes |
|-------------|---------------|-------------|-----------------|
| 293,934,508 | 2,890,731     | 40,863      | 30,638,824      |

- Proposal to approve an advisory vote on Named Executive Officer compensation.

| Votes For   | Votes Against | Abstentions | Broker Nonvotes |
|-------------|---------------|-------------|-----------------|
| 279,372,023 | 17,413,027    | 81,052      | 30,638,824      |

- Proposal to approve an advisory vote on the frequency of future advisory votes on Named Executive Officer compensation.

| 1 year      | 2 years   | 3 years    | Abstentions | Broker Nonvotes |
|-------------|-----------|------------|-------------|-----------------|
| 263,215,683 | 6,523,966 | 27,040,766 | 85,687      | 30,638,824      |

- Proposal to ratify the appointment of Deloitte & Touche LLP as independent auditors of the Company for the fiscal year ending April 27, 2012.

| Votes For   | Votes Against | Abstentions | Broker Nonvotes |
|-------------|---------------|-------------|-----------------|
| 323,804,639 | 3,644,542     | 55,745      | N/A             |

In accordance with the recommendation of our Board of Directors and the voting results of the stockholders of the Company, the Company will hold an advisory vote on Named Executive Officer compensation every year until the next stockholder advisory vote on the frequency of advisory votes on Named Executive Compensation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NETAPP, INC.**

Date: September 7, 2011

By: /s/ Matthew K. Fawcett  
Matthew K. Fawcett  
Senior Vice President, General Counsel and

Corporate Secretary