

NETSUITE INC

Form 4

November 09, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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 ⁽¹⁾	D	⁽²⁾ 0
Common Stock	11/07/2016		D		801,480	D	⁽²⁾ 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)
				Code	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 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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