

NETSUITE INC  
Form 4  
March 17, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Goldberg Evan

(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)  
03/15/2016

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)  
CTO & Chairman of the Board

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                    | 03/15/2016                           |  | M <sup>(1)</sup>               |   | 10,000  | A  | \$ 17.25  | 63,174 | D |  |
| Common Stock                    | 03/15/2016                           |  | M <sup>(1)</sup>               |   | 4,707   | A  | \$ 17.25  | 67,881 | D |  |
| Common Stock                    | 03/15/2016                           |  | M <sup>(1)</sup>               |   | 3,360   | A  | \$ 29.32  | 71,241 | D |  |
| Common Stock                    | 03/15/2016                           |  | M <sup>(1)</sup>               |   | 1,933   | A  | \$ 29.32  | 73,174 | D |  |
| Common Stock                    | 03/15/2016                           |  | S <sup>(1)</sup>               |   | 19,700  | D  | \$ 63.5965  | 53,474 | D |  |
|                                 |                                      |  |                                |   |   |  | <u>(2)</u>  |        |   |  |

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|              |            |  |                         |     |   |                             |           |   |                         |
|--------------|------------|--|-------------------------|-----|---|-----------------------------|-----------|---|-------------------------|
| Common Stock | 03/15/2016 |  | <u>S</u> <sup>(1)</sup> | 300 | D | \$<br>64.0917<br><u>(3)</u> | 53,174    | D |                         |
| Common Stock |            |  |                         |     |   |                             | 2,131,598 | I | See footnote <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 17.25   | 03/15/2016                           |  | <u>M</u> <sup>(1)</sup>        | 14,707  | <u>(5)</u> 08/15/2018                                    | Common Stock  | 14,707                        |
| Stock Option (right to buy)                | \$ 29.32   | 03/15/2016                           |  | <u>M</u> <sup>(1)</sup>        | 5,293   | <u>(6)</u> 03/07/2021                                    | Common Stock  | 5,293                         |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Goldberg Evan<br>2955 CAMPUS DRIVE, SUITE 100<br>SAN MATEO, CA 94403 | X             |           | CTO & Chairman of the Board |       |

## Signatures

/s/ Douglas P. Solomon, Attorney-in-Fact for Evan  
Goldberg

03/17/2016

\_\_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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 13, 2015.  
Represents the weighted average sale price of the shares sold ranging from \$63.04 to \$64.03 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (2) Represents the weighted average sale price of the shares sold ranging from \$64.055 to \$64.11 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (3) Shares held directly by The Evan and Cynthia Goldberg Revocable Trust, of which the Reporting Person is a trustee.
- (4) The option vested in 48 monthly installments from July 1, 2008 to July 1, 2012.
- (5) The option vested in 48 monthly installments from March 3, 2011 to March 3, 2015.
- (6)

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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