

NETSUITE INC
Form 3
March 29, 2016

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 | |
| ^ Forman Michael | | (Month/Day/Year) | NETSUITE INC [N] | |
| (Last) | (First) | (Middle) | 03/21/2016 | |
| NETSUITE INC., ^ 2955 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| CAMPUS DRIVE, SUITE 100 | | | | |
| (Street) | | | | |
| SAN MATEO, ^ CA ^ 94403 | | | | |
| (City) | (State) | (Zip) | | |

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
SVP, Global Controller

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 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) |
|------------------------------------|--|---|--|
| Common Stock | 24,782 ⁽¹⁾ | D | ^ |

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
|---|---|--|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--------------------------------------|------------------|-----------------|----------------------------|----------------------------|
| Employee Stock Option (right to buy) | Â (2) | 08/15/2019 | Common Stock 200 | \$ 13.35 D Â |
| Employee Stock Option (right to buy) | Â (3) | 03/03/2022 | Common Stock 3,918 | \$ 46.78 D Â |
| Employee Stock Option (right to buy) | Â (4) | 03/17/2024 | Common Stock 1,059 | \$ 102.61 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Forman Michael NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403 | Â | Â | Â SVP, Global Controller | Â |

Signatures

/s/ Michael Forman 03/29/2016

**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) Includes 18,211 shares subject to unvested restricted stock unit (RSU) grants and 4,035 shares subject to unvested performance stock unit (PSU) grants. Each RSU and PSU represents a contingent right to receive one share of NetSuite Inc. common stock. The Reporting Person was originally awarded 2,946 RSUs on March 19, 2013 vesting each quarter after March 3, 2013; 2,261 RSUs on March 17, 2014 vesting each quarter after March 3, 2014; 4,077 RSUs on March 9, 2015 vesting each quarter after March 3, 2015; 4,715 RSUs on March 7, 2016 vesting each quarter after March 3, 2016; 8,572 RSUs on March 13, 2016 vesting each quarter after March 3, 2016; 5,500 PSUs on March 29, 2012 vesting in three annual installments starting on February 15, 2015; 3,469 PSUs on March 17, 2014 vesting in three annual installments starting on February 15, 2015; and 1,562 PSUs on March 9, 2015 vesting in three annual installments starting on February 15, 2016.

(2) An option to purchase 4,000 shares was granted on August 15, 2009 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One forty-eighth of the shares subject to the option vested on September 15, 2009 and one forty-eighth vest monthly thereafter. This option is fully vested.

(3) An option to purchase 4,498 shares was granted on March 6, 2012 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One forty-eighth of the shares subject to the option vested on April 3, 2012 and one forty-eighth vest monthly thereafter. This option is fully vested.

(4) An option to purchase 1,059 shares was granted on March 17, 2014. One forty-eighth of the shares subject to the option vested on April 3, 2014 and one forty-eighth vest monthly thereafter.

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.