

NETSUITE INC  
Form 4  
February 18, 2016

**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 \*  
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)  
02/16/2016

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 02/16/2016                           |                                                    | A                              | (A)<br>or<br>(D)<br>V Amount Price<br>31,366<br>(1)               | \$ 0                                                                                          | D                                                        |                                                       |
| Common Stock                    | 02/16/2016                           |                                                    | S(2)                           | (A)<br>or<br>(D)<br>V Amount Price<br>25,525<br>(3)               | \$ 52.2607                                                                                    | D                                                        |                                                       |
| Common Stock                    | 02/16/2016                           |                                                    | S(2)                           | (A)<br>or<br>(D)<br>V Amount Price<br>23,082<br>(4)               | \$ 53.3529                                                                                    | D                                                        |                                                       |
| Common Stock                    | 02/16/2016                           |                                                    | S(2)                           | (A)<br>or<br>(D)<br>V Amount Price<br>22,513<br>(5)               | \$ 53.9455                                                                                    | D                                                        |                                                       |

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|              |            |  |              |   |   |          |         |   |                  |
|--------------|------------|--|--------------|---|---|----------|---------|---|------------------|
| Common Stock | 02/18/2016 |  | <u>S</u> (2) | 2 | D | \$ 55.34 | 182,396 | D |                  |
| Common Stock |            |  |              |   |   |          | 773,097 | I | See footnote (6) |

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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                 |       |
|-----------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                       | Director      | 10% Owner | Officer         | Other |
| NELSON ZACHARY<br>2955 CAMPUS DRIVE, SUITE 100<br>SAN MATEO, CA 94403 | X             |           | President & CEO |       |

## Signatures

/s/ Douglas P. Solomon, Attorney-in-Fact for Zachary Nelson  
Date: 02/18/2016

\_\_\_\_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) Shares awarded pursuant to performance share units. The Compensation Committee authorized the issuance of the underlying shares based upon the Company's achievement level against certain financial targets as determined by the Compensation Committee. The

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financial targets were set by the Compensation Committee on December 12, 2013. One-half of the shares vested on February 15, 2016 and the remaining shares will vest on February 15, 2017.

- (2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 1, 2015.

- Represents the weighted average sale price of the shares sold ranging from \$51.75 to \$52.74 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)

- Represents the weighted average sale price of the shares sold ranging from \$52.745 to \$53.74 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.
- (4)

- Represents the weighted average sale price of the shares sold ranging from \$53.75 to \$54.35 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.
- (5)

- (6) Shares held by Zachary Nelson & Elizabeth Horn TR UA 02 28 15 EZ Living Trust, of which the Reporting Person is a trustee.

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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