

NETSUITE INC
Form 3
December 19, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 | |
| Â FARRINGTON DEBORAH | | | (Month/Day/Year) | NETSUITE INC [N] | |
| A | | | 12/19/2007 | | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O NETSUITE INC.,Â 2955 | | | | | |
| CAMPUS DRIVE, SUITE 100 | | | | (Check all applicable) | |
| (Street) | | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SAN MATEO,Â CAÂ 94403 | | | | <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | | (give title below) | |
| | | | | (specify below) | |

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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Edgar Filing: NETSUITE INC - Form 3

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|---|--------|------------|--------------|---------|---------|----------------------------------|-------------------------|
| Series C Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 695,321 | \$ (1) | I | See Footnote (2) (2) |
| Series D Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 120,734 | \$ (3) | I | See Footnote (2) (2) |
| Series E Convertible Preferred Stock | Â (4) | Â (4) | Common Stock | 249,064 | \$ (4) | I | See Footnote (2) (2) |
| Series F Convertible Preferred Stock | Â (5) | Â (5) | Common Stock | 527,649 | \$ (5) | I | See Footnote (2) (2) |
| Series G Convertible Preferred Stock | Â (6) | Â (6) | Common Stock | 654,699 | \$ (6) | I | See Footnote (2) (2) |
| Series H Convertible Preferred Stock | Â (7) | Â (7) | Common Stock | 448,301 | \$ (7) | I | See Footnote (2) (2) |
| Series C Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 186 | \$ (1) | I | See Footnote (8) (8) |
| Non-qualified Stock Option (right to buy) | Â (9) | 12/13/2017 | Common Stock | 22,500 | \$ 14.5 | D | Â |
| Non-qualified Stock Option (right to buy) | Â (10) | 12/13/2017 | Common Stock | 3,397 | \$ 14.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FARRINGTON DEBORAH A C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403 | Â X | Â | Â | Â |

Signatures

/s/ DOUGLAS P. SOLOMON, by power of attorney 12/19/2007

**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) Each share of Series C Convertible Preferred Stock shall automatically convert into 5.83113255 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
- (2) Shares held directly by StarVest Partners, L.P. The reporting person is a General Partner of StarVest Partners, L.P. and disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (3)

Edgar Filing: NETSUITE INC - Form 3

Each share of Series D Convertible Preferred Stock shall automatically convert into 3.86152141 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.

- (4) Each share of Series E Convertible Preferred Stock shall automatically convert into 1.56268882 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
- (5) Each share of Series F Convertible Preferred Stock shall automatically convert into 1.1786783 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
- (6) Each share of Series G Convertible Preferred Stock shall automatically convert into one share of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
- (7) Each share of Series H Convertible Preferred Stock shall automatically convert into one share of Common Stock immediately prior to the closing of the issuer's initial public offering of common stock.
- (8) Shares held directly by StarVest Management, Inc., as Nominee for StarVest Partners Advisory Council Co-Investment Plan. The reporting person is President of StarVest Management, Inc. and disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (9) One-sixteenth of the shares subject to the option vest and become exercisable on March 13, 2008 and one-sixteenth of the shares shall vest quarterly thereafter.
- (10) One-fifth of the shares subject to the option vest and become exercisable on January 15, 2008 and one-fifth of the shares shall 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.