

NETSUITE INC
Form 4
February 19, 2014

FORM 4

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

OMB APPROVAL

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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)

C/O NETSUITE INC., 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)

02/15/2014

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)
Common Stock	02/15/2014		A ⁽¹⁾	35,745 A	\$ 0	88,940 ⁽²⁾	D
Common Stock	02/18/2014		S ⁽³⁾	2,096 D	\$ 112.7186 ⁽⁴⁾	2,642,184 ⁽⁵⁾	I See footnote ⁽⁶⁾
Common Stock	02/18/2014		S ⁽³⁾	15,643 D	\$ 113.5694 ⁽⁴⁾	2,626,541	I See footnote ⁽⁶⁾
Common Stock	02/18/2014		S ⁽³⁾	2,061 D	\$ 114.4162 ⁽⁴⁾	2,624,480	I See footnote ⁽⁶⁾

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Common Stock	02/18/2014	S ⁽³⁾	200	D	\$ 115.145 (4)	2,624,280	I	See footnote (6)
Common Stock	02/19/2014	S ⁽³⁾	11,464	D	\$ 114.5567 (7)	64,078 (8)	D	
Common Stock						2,637,678 (9)	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 Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldberg Evan C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403	X			CTO & Chairman of the Board

Signatures

/s/ Adriana Botto, by power of attorney
Date: 02/19/2014

**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).

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

(1) financial targets were set by the Compensation Committee on March 19, 2013. One-third of the shares vested on February 15, 2014, with the remaining two-thirds of the shares vesting in two equal annual installments beginning on February 15, 2015.

(2) Excludes 2,644,280 shares previously held directly by the Reporting Person which were re-registered and are now indirectly held by The Evan and Cynthia Goldberg Revocable Trust.

(3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 7, 2013, as amended February 11, 2014.

The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$112.01 to \$113.00, \$113.11 to \$114.03, \$114.12 to \$115.09, and \$115.12 to \$115.17 per share, respectively. 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)

(5) Includes 2,644,280 shares previously held directly by the Reporting Person which were re-registered and are now held indirectly held by The Evan and Cynthia Goldberg Revocable Trust, less the 2,096 shares sold pursuant to the Reported Transaction.

(6) Shares held directly by The Evan and Cynthia Goldberg Revocable Trust (the "Trust"). The Reporting Person is a Trustee of the Trust.

The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$114.35 to \$114.69 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.

(7)

(8) Excludes 13,398 shares previously held directly by the Reporting Person which were re-registered and are now indirectly held by The Evan and Cynthia Goldberg Revocable Trust.

(9) Includes 13,398 shares previously held directly by the Reporting Person which were re-registered and are now indirectly held by The Evan and Cynthia Goldberg Revocable Trust.

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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