#### LO PATRICK CS

Form 4

February 05, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

02/01/2018

02/01/2018

(Print or Type Responses)

1. Name and Address of Reporting Person \*

LO PATRICK CS		Symbol				ng	Issuer			
		NETGE	NETGEAR, INC [NTGR]				(Check all applicable)			
(Last) (First	) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)								
NETGEAR, INC., 3	50 E.	02/01/20	•				_X_ Director 10% Owner Officer (give title Other (specify			
PLUMERIA DR.							below) Chai	below) irman and CEO		
(Street) 4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check							
Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person							
SAN JOSE, CA 951	34						Form filed by N Person	More than One Re	porting	
(City) (State	(Zip)	Table	e I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
Security (Month/	•	emed on Date, if	3. Transactio		spose	d of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)	any (Month/	Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned	Form: Direct (D) or	Beneficial Ownership	
							Following Reported	Indirect (I) (Instr. 4)	(Instr. 4)	
					(A)		Transaction(s)	(======================================		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		Caa	
Common Stock							120,048	I	See footnote	
									See	
Common Stock							147,668	I	footnote (2)	
Common Stock 02/01/2	2018		M(3)	4,000	A	\$ 11.41	221,607	D		

 $M^{(4)}$ 

 $M^{(4)}$ 

7,142

2.857 A

\$ 21.1 228,749

\$ 20.8 231,606

D

D

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Common Stock							
Common Stock	02/01/2018	S(3)	4,000	D	\$ 68.62 (5)	227,606	D
Common Stock	02/01/2018	S(4)	7,142	D	\$ 68.56 (5)	220,464	D
Common Stock	02/01/2018	S(4)	2,857	D	\$ 68.62 (5)	217,607	D

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

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(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. Transactio Code (Instr. 8)	5. Number omf 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.41	02/01/2018		M <u>(3)</u>	4,000	<u>(6)</u>	01/16/2019	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 21.1	02/01/2018		M <u>(4)</u>	7,142	<u>(7)</u>	02/02/2020	Common Stock	7,142
Employee Stock Option (Right to Buy)	\$ 20.8	02/01/2018		M(4)	2,857	(8)	06/13/2020	Common Stock	2,857

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Employee Stock Option (Right to Buy)	\$ 35.32	<u>(9)</u>	02/03/2021	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 33.15	(10)	04/26/2021	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 31.31	(11)	06/06/2022	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 32.54	<u>(12)</u>	05/16/2023	Common Stock	108,510
Employee Stock Option (Right to Buy)	\$ 32.52	(13)	06/03/2024	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 31.28	<u>(14)</u>	06/02/2025	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 39.53	(14)	03/24/2026	Common Stock	115,000
Employee Stock Option (Right to Buy)	\$ 42.7	(15)	06/01/2027	Common Stock	115,000
Common Stock	\$ 70.15	(14)	01/25/2028	Common Stock	115,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Reporting Owners

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Director 10% Owner Officer Other

LO PATRICK CS NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134

Chairman and CEO

## **Signatures**

/s/ Andrew W. Kim, Attorney in Fact

02/05/2018

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

X

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares are held by the Patrick and Emily Lo Revocable Trust dated 4-7-99.
- (2) The shares are held by the education trusts of Mr. Lo's children. Mr. Lo is a co-trustee of each such trust.
- (3) The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 9, 2017.
- (4) The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 28, 2017.
  - The price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold. Upon request from the
- (5) Commission staff, the Issuer, or a security holders of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (6) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (7) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (8) 25% of the shares subject to the option shall vest twelve months on 6/13/2011, and 1/48th of the shares subject to the option shall vest each month thereafter, subject to the optionee continuing to be a service provider on such dates.
- (9) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (10) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (11) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
- (12) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (13) 25% of the options will be exercisable on 6/03/2015, and 1/48 of the option grant is exercisable each month thereafter.
- This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option (14) shall vest twelve months after the Vesting Start Date, and 1/48 of the Shares subject to the Option shall vest each month thereafter, subject to the Optionee continuing to be a Service Provider on such dates.
- This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option shall vest twelve months after the Vesting Start Date, June 1, 2017, and 1/48 of the Shares subject to the Option shall vest each month thereafter, subject to the Optionee continuing to be a Service Provider on such dates.

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.

Signatures 4