

NETSUITE INC
Form 4/A
January 20, 2015

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)

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)
11/17/2014

4. If Amendment, Date Original Filed (Month/Day/Year)
11/19/2014

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 | 11/17/2014 | | S ⁽¹⁾ | V Amount (D) Price 1,804 D \$ 108.7345 | 53,949 ⁽²⁾ | D | |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | V Amount (D) Price 300 D \$ 107.9533 | 2,456,877 ⁽⁴⁾ ₍₃₎ | I | See footnote ⁽⁵⁾ |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | V Amount (D) Price 18,500 ₍₆₎ D \$ 108.756 | 2,438,377 ⁽⁶⁾ ₍₃₎ | I | See footnote ⁽⁵⁾ |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | V Amount (D) Price 1,200 D \$ 109.1067 | 2,437,177 ⁽⁶⁾ ₍₃₎ | I | See footnote ⁽⁵⁾ |

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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ Adriana Botto, by power of attorney
Date: 01/20/2015

**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) 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.
- (2) Excludes 1,640 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 sale prices reported in column 4 of Table I represent the weighted average sale price of the shares sold ranging from \$107.94 to \$107.98, \$108.09 to \$108.99, and \$109.00 to \$109.23, 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.

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- (4) Includes 1,640 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.
- (5) Shares held directly by The Evan and Cynthia Goldberg Revocable Trust (the "Trust"). The Reporting Person is a Trustee of the Trust.
- (6) See remarks below.

Remarks:

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on November 19, 2014.

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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