

FAWCETT MATTHEW K  
Form 4  
June 06, 2018

**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 \*  
FAWCETT MATTHEW K

2. Issuer Name and Ticker or Trading Symbol  
NetApp, Inc. [NTAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1395 CROSSMAN AVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/04/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, GC & Secretary

SUNNYVALE, CA 94089

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 06/04/2018                           |  | M                              |   | 1,148   | A  | \$ 36.59                                   |
| Common Stock                    | 06/04/2018                           |  | S <sup>(1)</sup>               |   | 1,148   | D  | \$ 70                                      |
| Common Stock                    | 06/04/2018                           |  | S <sup>(1)</sup>               |   | 6,819   | D  | \$ 69.9529<br>(2)                          |
| Common Stock                    | 06/04/2018                           |  | S <sup>(1)</sup>               |   | 5,700   | D  | \$ 70.283<br>(3)                           |
| Common Stock                    | 06/05/2018                           |  | S <sup>(1)</sup>               |   | 2,521   | D  | \$ 72.1756                                 |

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

**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.**

SEC 1474  
(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. 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Non-Qualified Stock Option (right to buy)  | \$ 36.59   | 06/04/2018                           |  | M                              | 1,148   | 06/03/2015 <sup>(4)</sup> 06/02/2021                     | Common Stock                             |
| Restricted Stock Unit                      | \$ 0 <sup>(5)</sup>                                    | 06/04/2018                           |  | A                              | 12,000  | 06/01/2019 <sup>(6)</sup> 06/01/2025                     | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| FAWCETT MATTHEW K<br>1395 CROSSMAN AVE<br>SUNNYVALE, CA 94089 |               |           | SVP, GC & Secretary |       |

## Signatures

By: Roberta S Cohen Attorney-in-Fact For: Matthew K. Fawcett 06/06/2018

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* 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 sale(s) reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 3, 2018.  
The price in Column 4 is a weighted average price. The prices actually received ranged from \$69.44 to \$70.15. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$70.16 to \$70.46. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$70.16 to \$70.46. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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- (4) On June 3, 2014, the reporting person was granted 55,100 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 3, 2014, subject to continued service on each applicable vesting date.
- (5) Restricted stock units convert into common stock on a one-for-one basis.
- (6) On June 4, 2018, the reporting person was granted 12,000 restricted stock units, vesting in four equal annual installments beginning on June 1, 2019 and subject to continued service on each applicable vesting date.

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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