

NetApp, Inc.  
Form DEFA14A  
July 14, 2008

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
 Definitive  
Proxy  
Statement   
Confidential, for  
Use of the  
Commission Only  
(as permitted by  
Rule 14a-6(e)(2))   
Definitive  
Additional  
Materials   
Soliciting  
Material Pursuant  
to sec.  
240.14a-11(c) or  
sec. 240.14a-12

**NetApp, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Fee not required.  
 Fee  
computed on  
table below per  
Exchange Act  
Rules 14a-6(i)(1)  
and 0-11.  
(1) Title of each  
class of securities  
to which  
transaction

applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.  Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form,  
Schedule or  
Registration  
Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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*NETAPP, INC.*

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Material**

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

**This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.**

*COMPUTERSHARE  
C/O NETAPP, INC.  
2 LASALLE STREET, 3RD STREET  
CHICAGO, IL 60602*

**Stockholder Meeting to be held on 09/02/08**

**Proxy Material Available**

Notice and Proxy Statement

Form 10K

Annual Report

**PROXY MATERIAL VIEW OR RECEIVE**

**You can choose to view the material Online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

**To facilitate timely delivery please make the request as instructed below on or before 08/19/08.**

**HOW TO VIEW MATERIAL VIA THE INTERNET**

Have the 12 Digit Control Number(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIAL**

- |    |              |   |  |
|----|--------------|---|--|
| 1) | BY INTERNET  | - | <a href="http://www.proxyvote.com">www.proxyvote.com</a>                   |
| 2) | BY TELEPHONE | - | 1-800-579-1639   |
| 3) | BY E-MAIL*   | - | <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> |

\*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

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*See the Reverse Side for Meeting Information and Instructions on How to Vote*

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### **Meeting Information**

Meeting Type: Annual  
Meeting Date: 09/02/08  
Meeting Time: 3:00 P.M. PDT  
For holders as of: 07/09/08

### **Meeting Location:**

NetApp, Inc.  
Corporate Headquarters  
495 East Java Drive  
Sunnyvale, CA 94089

### **Meeting Directions:**

For Meeting Directions Please Call:  
800-952-5005, Press 6

### **How To Vote**

#### **Vote In Person**

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

#### **Vote By Internet**

To vote *now* by Internet, go to  
**[WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM)**.

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

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**Voting items**

**The Board of Directors recommends that you vote FOR the following proposals:**

1. To elect the following individuals to serve as members of the Board of the Directors for the ensuing year or until their respective successors are duly elected and qualified:  

01) Daniel J. Warmenhoven	07) Edward Kozel
02) Donald T. Valentine	08) Mark Leslie
03) Jeffrey R. Allen	09) Nicholas G. Moore
04) Carol A. Bartz	10) George T. Shaheen
05) Alan L. Earhart	11) Robert T. Wall;
06) Thomas Georgens	
2. To approve an amendment to the 1999 Stock Option Plan to allow the Company to grant equity awards to the Company's non-employee directors under all equity programs under the 1999 Plan;
3. To approve an amendment to the 1999 Plan to increase the share reserve by an additional 6,600,000 shares of common stock;
4. To approve an amendment to the Employee Stock Purchase Plan to increase the share reserve under the Purchase Plan by an additional 2,900,000 shares of common stock;
5. To ratify the appointment of Deloitte & Touche LLP as independent auditors of the Company for the fiscal year ending April 24, 2009.

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