

NETSUITE INC  
Form 3  
May 09, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Huffman Marc		(Month/Day/Year)	NETSUITE INC [N]	
(Last)	(First)	(Middle)	05/01/2014	
NETSUITE INC., 2955 CAMPUS DRIVE, SUITE 100			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN MATEO, CA 94403			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			President WW Sales and Distrib	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	31,016 <sup>(1)</sup> <sup>(2)</sup>	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (3)	12/30/2015	Common Stock	1,043	\$ 5	D	Â
Employee Stock Option (right to buy)	Â (3)	03/03/2020	Common Stock	521	\$ 12.4	D	Â
Employee Stock Option (right to buy)	Â (4)	03/07/2021	Common Stock	2,758	\$ 29.32	D	Â
Employee Stock Option (right to buy)	Â (5)	03/03/2022	Common Stock	4,686	\$ 46.78	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huffman Marc NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403	Â	Â	Â President WW Sales and Distrib	Â

## Signatures

/s/ Adriana Botto, by power of attorney  
Date: 05/09/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 12,193 shares represented by restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of NetSuite Inc. common stock. The Reporting Person was originally awarded 4,466 RSUs on March 7, 2011, 4,409 RSUs on March 6, 2012, and 9,465 RSUs on November 15, 2013. One-sixteenth of the RSUs granted on March 7, 2011 vested on June 3, 2011, with one-sixteenth vesting quarterly thereafter. One-sixteenth of the RSUs granted on March 6, 2012 vested on June 3, 2012, with one-sixteenth vesting quarterly thereafter. One-sixteenth of the RSUs granted on November 15, 2013 vested on February 15, 2014, with one-sixteenth vesting quarterly thereafter.

(2) Includes 13,502 shares represented by performance share units ("PSUs"). Each PSU represents a contingent right to receive one share of NetSuite Inc. common stock. The Reporting Person was originally awarded 14,246 PSUs on March 7, 2011, 8,500 PSUs on March 29, 2012, and 10,655 PSUs on March 19, 2013. One sixteen of the PSUs granted on March 7, 2011 vested on February 15, 2012, with one-sixteenth vesting quarterly thereafter. One-third of the PSUs granted on March 29, 2012 vested on February 15, 2013, with one-third vesting annually thereafter. One-third of the PSUs granted on March 19, 2013 vested on February 15, 2014, with one-third vesting annually thereafter.

(3) This option is fully vested.

(4) An option to purchase 10,183 shares was granted on March 7, 2011 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One forty-eighth of the shares subject to the option vested on April 3, 2011 and one forty-eighth vest monthly thereafter.

(5) An option to purchase 8,997 shares was granted on March 6, 2012 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One forty-eighth of the shares subject to the option vested on April 3, 2012 and one forty-eighth vest monthly thereafter.

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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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