

NETSUITE INC
Form 3
September 27, 2016

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 | |
| Â ORACLE CORP | | | (Month/Day/Year) | NETSUITE INC [N] | |
| (Last) | (First) | (Middle) | 07/28/2016 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 500 ORACLE PARKWAY | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| REDWOOD | | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| CITY, Â CA Â 94065 | | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" 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) |
|--|---|--|---|
| No securities are beneficially owned <u>(1)</u> <u>(2)</u> | 0 | D <u>(1)</u> <u>(2)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ORACLE CORP 500 ORACLE PARKWAY REDWOOD CITY, CA 94065 | Â | Â X | Â | Â |
| OC Acquisition LLC 500 ORACLE PARKWAY REDWOOD CITY, CA 94065 | Â | Â X | Â | Â |
| Napa Acquisition Corp 500 ORACLE PARKWAY REDWOOD CITY, CA 94065 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/Brian S. Higgins, Vice President, Oracle Corporation | 09/27/2016 |
| **Signature of Reporting Person | Date |
| /s/Brian S. Higgins, Secretary, OC Acquisition LLC | 09/27/2016 |
| **Signature of Reporting Person | Date |
| /s/Brian S. Higgins, Vice President, Napa Acquisition Corporation | 09/27/2016 |
| **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) Each of the Reporting Persons may be deemed to have become a 10% Owner of the Issuer in connection with the entry into of certain Tender and Support Agreements dated July 28, 2016 (the "Tender Agreements"), by OC Acquisition LLC and Napa Acquisition Corporation, and each of Zachary Nelson, Evan Goldberg, James McGeever, Ronald Gill and NetSuite Restricted Holdings LLC, an entity controlled by Lawrence J. Ellison (each, a "Stockholder"), representing an aggregate of 35,291,317 shares of Issuer common stock beneficially owned by the Stockholders. The Tender Agreements were entered into in connection with the Agreement and Plan of Merger, dated July 28, 2016, by and among the Reporting Persons and Issuer. The Reporting Persons exercise voting power in limited situations over such shares of the Issuer's common stock through the grant of an irrevocable proxy by each of the Stockholders in the Tender Agreements.
- (2) (continued from Footnote 1) The Reporting Persons have no pecuniary interest in any of such shares of Issuer's common stock.

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.