

NETSUITE INC  
Form 4  
May 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Goldberg Evan

(Last) (First) (Middle)

C/O NETSUITE INC., 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)  
05/15/2014

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/06/2014		G	V 30,850 (1) D \$ 0	2,569,666	I	See footnote (2)
Common Stock	05/15/2014		S(3)	5,200 D 70.0989 (4)	2,566,121 (5)	I	See footnote (2)
Common Stock	05/15/2014		S(3)	8,000 D 70.8293 (4)	2,558,121	I	See footnote (2)
Common Stock	05/15/2014		S(3)	6,500 D \$ 71.8047	2,551,621	I	See footnote

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Common Stock	05/15/2014	S <sup>(3)</sup>	300	D	\$ 72.6716 (4)	2,551,321	I	(2) See footnote (2)
Common Stock						67,997 (6)	D	
Common Stock	05/16/2014	S <sup>(3)</sup>	700	D	\$ 71.4771 (7)	67,297	D	
Common Stock	05/16/2014	S <sup>(3)</sup>	600	D	\$ 72.085 (7)	66,697	D	
Common Stock	05/16/2014	S <sup>(3)</sup>	488	D	\$ 73.4439 (7)	66,209	D	
Common Stock						2,551,321	I	See footnote (2)

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Goldberg Evan  
C/O NETSUITE INC.  
2955 CAMPUS DRIVE, SUITE 100  
SAN MATEO, CA 94403

X

CTO & Chairman of the Board

## Signatures

/s/ Adriana Botto, by power of  
attorney

05/19/2014

\_\_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) Aggregate number of shares gifted to six donees.
- (2) Shares held directly by The Evan and Cynthia Goldberg Revocable Trust (the "Trust"). The Reporting Person is a Trustee of the Trust.
- (3) 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.

The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$69.49 to \$70.46, \$70.50 to \$71.45, \$71.50 to \$72.45, and \$72.52 to \$72.97, per share, respectively. Upon request by the Commission staff, the

- (4) 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.
- (5) Includes 1,655 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.
- (6) Excludes 1,655 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.

The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$70.95 to \$71.93, \$71.96 to \$72.29, and \$73.36 to \$73.75, 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.

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.