

Edgar Filing: NETGEAR INC - Form SC 13G

NETGEAR INC  
Form SC 13G  
February 24, 2005

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/ OMB APPROVAL /  
-----  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. )\*

NETGEAR INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

64111Q104

-----  
(CUSIP Number)

February 18, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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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 control number.

SEC 1745 (3-98)

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-----  
NAMES OF REPORTING PERSONS.  
1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  
Zweig-DiMenna Special Opportunities, L.P.  
-----

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) []  
(b) []  
-----

-----  
3 SEC USE ONLY  
-----

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

-----  
5 SOLE VOTING POWER  
NUMBER OF 156,600  
SHARES  
-----

6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 0  
-----

7 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 156,600  
-----

8 SHARED DISPOSITIVE POWER  
WITH 0  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
156,600  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
-----

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[ ]

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.5%

-----  
12 TYPE OF REPORTING PERSON\*  
PN  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
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-----  
NAME OF REPORTING PERSONS.  
1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Zweig-DiMenna Partners, L.P.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]  
(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

-----  
5 SOLE VOTING POWER  
NUMBER OF 418,300  
SHARES

-----  
6 SHARED VOTING POWER  
BENEFICIALLY 0  
OWNED BY

-----  
7 SOLE DISPOSITIVE POWER  
EACH 418,300  
REPORTING

-----  
8 SHARED DISPOSITIVE POWER  
PERSON WITH

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0

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

418,300

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

10

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.3%

-----  
TYPE OF REPORTING PERSON\*

12

PN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
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-----  
PAGE 4 OF 9 PAGES

-----  
NAME OF REPORTING PERSONS.

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Zweig-DiMenna International Limited

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)

(b)

-----  
SEC USE ONLY

3

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

British Virgin Islands

-----  
SOLE VOTING POWER

5

NUMBER OF

805,900

SHARES

-----  
SHARED VOTING POWER

BENEFICIALLY

6

0

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OWNED BY

EACH  
 7 SOLE DISPOSITIVE POWER  
 REPORTING 805,900

PERSON  
 8 SHARED DISPOSITIVE POWER  
 WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 805,900

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 2.6%

12 TYPE OF REPORTING PERSON\*  
 CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).  
 Zweig-DiMenna International Managers, Inc., on behalf of a  
 discretionary account

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

---

		SOLE VOTING POWER
5		
NUMBER OF		60,900
SHARES		
		SHARED VOTING POWER
6		
BENEFICIALLY		0
OWNED BY		
		SOLE DISPOSITIVE POWER
7		
EACH		60,900
REPORTING		
PERSON		
		SHARED DISPOSITIVE POWER
8		
WITH		0

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
60,900

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.2%

---

12 TYPE OF REPORTING PERSON\*  
CO

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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---

---

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).  
Zweig-DiMenna International Managers, Inc., on behalf of a discretionary account

---

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

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2

(a)   
(b)

-----  
SEC USE ONLY

3

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

-----  
SOLE VOTING POWER

NUMBER OF  
SHARES

5  
69,300

BENEFICIALLY  
OWNED BY

-----  
SHARED VOTING POWER  
6  
0

EACH  
REPORTING

-----  
SOLE DISPOSITIVE POWER  
7  
69,300

PERSON  
WITH

-----  
SHARED DISPOSITIVE POWER  
8  
0

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

69,300

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

10

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.2%

-----  
TYPE OF REPORTING PERSON\*

12

CO

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
-----

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NAME OF REPORTING PERSONS.

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Zweig-DiMenna Select L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF

82,100

SHARES

SHARED VOTING POWER

BENEFICIALLY

6

0

OWNED BY

SOLE DISPOSITIVE POWER

EACH

7

REPORTING

82,100

PERSON

SHARED DISPOSITIVE POWER

WITH

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

82,100

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.3%

TYPE OF REPORTING PERSON\*

12

PN



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NAMES OF REPORTING PERSONS.

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Zweig-DiMenna Investors L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF

14,100

SHARES

SHARED VOTING POWER

BENEFICIALLY

6

0

OWNED BY

SOLE DISPOSITIVE POWER

EACH

7

REPORTING

14,100

PERSON

SHARED DISPOSITIVE POWER

WITH

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

14,100

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

10

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.1%

-----  
TYPE OF REPORTING PERSON\*

12

PN  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
NAMES OF REPORTING PERSONS.

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Zweig-DiMenna Market Neutral, L.P.

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)

(b)

-----  
SEC USE ONLY

3

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

-----  
SOLE VOTING POWER

5

NUMBER OF

38,800

SHARES

-----  
SHARED VOTING POWER

BENEFICIALLY

6

0

OWNED BY

-----  
SOLE DISPOSITIVE POWER

EACH

7

REPORTING

38,800

PERSON

-----  
SHARED DISPOSITIVE POWER

WITH

8

0

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-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9  
38,800  
-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
10  
  
-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
11  
0.1%  
-----  
TYPE OF REPORTING PERSON\*  
12  
PN  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

- Item 1(a) Name of Issuer:  
Netgear Inc.
- Item 1(b) Address of Issuer's Principal Executive Offices:  
4401 Great American Parkway  
Santa Clara, CA 95052
- Item 2(a) Name of Person Filing:  
See Cover page -- 1
- Item 2(b) Address of Principal Business Office:  
For all filing persons other than Zweig-DiMenna International Limited:  
900 Third Avenue, New York, N.Y. 10022  
For Zweig-DiMenna International Limited:  
c/o International Fund Services (Ireland) Limited  
Bishops Square, Redmonds Hill, Third floor,  
Dublin 2, Ireland
- Item 2(c) Citizenship:  
See Cover page -- 4
- Item 2(d) Title of Class of Securities:  
Common Stock
- Item 2(e) CUSIP Number: 64111Q104
- Item 3. If this statement is filed pursuant to Rule 13d-1(b) or Rule 13D-2(b) or (c), check whether the person filing is a:  
Not Applicable.

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### Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

1,646,000

(b) Percent of Class:

5.3%

(c) Number of shares as to which each person has:

(i) sole power to vote or to direct the vote

1,646,000

(ii) shared power to vote or to direct the vote

0

(iii) sole power to dispose or to direct the disposition  
of

1,646,000

(iv) shared power to dispose or to direct the disposition  
of

0

### Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

### Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

### Item 8. Identification and Classification of Members of the Group.

Not Applicable

### Item 9. Notice of Dissolution of Group.

Not Applicable

### Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a

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participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 24, 2005 reflecting share ownership of February 18, 2005

ZWEIG-DIMENNA INTERNATIONAL LIMITED

By: Zweig-DiMenna International Managers, Inc.,  
Investment Manager

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Executive Vice President

ZWEIG-DIMENNA PARTNERS, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Managing Director of Managing General Partner

ZWEIG-DIMENNA SPECIAL OPPORTUNITIES, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Managing Director of Managing General Partner

ZWEIG-DIMENNA INTERNATIONAL MANAGERS, INC.

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Executive Vice President

ZWEIG-DIMENNA INVESTORS, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Managing Director of Managing  
General Partner

ZWEIG-DIMENNA SELECT, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

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By: /s/ Joseph A. DiMenna  
-----  
Name: Joseph A. DiMenna  
Title: Managing Director of Managing  
General Partner

ZWEIG-DIMENNA MARKET NEUTRAL, L.P.  
By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By: /s/ Joseph A. DiMenna  
-----  
Name: Joseph A. DiMenna  
Title: Managing Director of Managing  
General Partner

EXHIBIT A  
JOINT FILING AGREEMENT AMONG INVESTORS

This Joint Filing Agreement is entered into as of this 24th day of February, 2005 by Zweig-DiMenna International Limited, a British Virgin Islands corporation, Zweig-DiMenna Partners, L.P., a New York limited partnership, Zweig-DiMenna Special Opportunities, L.P., a Delaware limited partnership, Zweig-DiMenna International Managers, Inc., a Delaware corporation, Zweig-DiMenna Investors, L.P., a Delaware Limited Partnership, Zweig-DiMenna Select, L.P., a Delaware Limited Partnership and Zweig-DiMenna Market Neutral, L.P., a Delaware Limited Partnership, collectively the "Investors". In lieu of filing separate statements on Schedule 13G, the Investors hereby agree to file a joint statement on Schedule 13G pursuant to Rule 13D-1(k)(1) under the Securities Exchange Act of 1934 with respect to the Common Stock of Netgear Inc.

This Agreement shall be filed as an exhibit to the statement on Schedule 13G filed on behalf of the Investors and constitutes the Investors' consent to file a joint Schedule 13G.

ZWEIG-DIMENNA INTERNATIONAL LIMITED

By: Zweig-DiMenna International Managers, Inc.,  
Investment Manager

By: /s/ Joseph A. DiMenna  
-----  
Name: Joseph A. DiMenna  
Title: Executive Vice President

ZWEIG-DIMENNA PARTNERS, L.P.  
By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By: /s/ Joseph A. DiMenna  
-----  
Name: Joseph A. DiMenna  
Title: Managing Director of Managing General Partner

ZWEIG-DIMENNA SPECIAL OPPORTUNITIES, L.P.  
By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By: /s/ Joseph A. DiMenna  
-----

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Name: Joseph A. DiMenna  
Title: Managing Director of Managing General Partner

ZWEIG-DIMENNA INTERNATIONAL MANAGERS, INC.

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Executive Vice President

ZWEIG-DIMENNA INVESTORS, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Managing Director of Managing  
General Partner

ZWEIG-DIMENNA SELECT, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Managing Director of Managing  
General Partner

ZWEIG-DIMENNA MARKET NEUTRAL, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By: /s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Managing Director of Managing  
General Partner