

NETSUITE INC  
Form 4/A  
February 20, 2015

**FORM 4**

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

OMB APPROVAL

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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)

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)  
02/17/2015

4. If Amendment, Date Original Filed (Month/Day/Year)  
02/19/2015

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                    | 02/17/2015                           |  | S <sup>(1)</sup>               |   | 602   | D  | \$ 97.93<br>(2) (3)                                   |
|                                 |                                      |  |                                |   |   |  | 2,420,296 <sup>(4)</sup>                              |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | See footnote <sup>(5)</sup>                           |
| Common Stock                    | 02/17/2015                           |  | S <sup>(1)</sup>               |   | 15,398  | D  | \$ 98.4662<br>(2)                                     |
|                                 |                                      |  |                                |   |   |  | 2,404,898   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | See footnote <sup>(5)</sup>                           |
| Common Stock                    | 02/17/2015                           |  | S <sup>(1)</sup>               |   | 3,600   | D  | \$ 99.3315<br>(2)                                     |
|                                 |                                      |  |                                |   |   |  | 2,401,298   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | See footnote <sup>(5)</sup>                           |
| Common Stock                    | 02/17/2015                           |  | S <sup>(1)</sup>               |   | 400   | D  | \$ 100.18<br>(2)                                      |
|                                 |                                      |  |                                |   |   |  | 2,400,898   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | See footnote  |

|              |            |      |        |   |                 |             | (5)              |
|--------------|------------|------|--------|---|-----------------|-------------|------------------|
| Common Stock |            |      |        |   |                 | 111,621 (6) | D                |
| Common Stock | 02/19/2015 | S(1) | 1,850  | D | \$ 97.7952 (7)  | 109,771     | D                |
| Common Stock | 02/19/2015 | S(1) | 5,500  | D | \$ 98.4418 (7)  | 104,271     | D                |
| Common Stock | 02/19/2015 | S(1) | 16,100 | D | \$ 99.5327 (7)  | 88,171      | D                |
| Common Stock | 02/19/2015 | S(1) | 1,800  | D | \$ 100.0533 (7) | 86,371      | D                |
| Common Stock |            |      |        |   |                 | 2,400,898   | I                |
|              |            |      |        |   |                 |             | See footnote (5) |

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

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**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 Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | 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<br>2955 CAMPUS DRIVE, SUITE 100 | X             |           | CTO & Chairman of the Board |       |

SAN MATEO, CA 94403

## Signatures

/s/ Adriana Botto, by power of  
attorney

02/20/2015

\_\_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) 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 I represent the weighted average sale price of the shares sold ranging from \$97.91 to \$97.95, \$98.05 to \$98.93, \$99.03 to \$99.97, and \$100.14 to \$100.26, 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.
  - (2) This report on Form 4/A corrects a typographical error with respect to the aggregate sale price for this lot of shares.
  - (3) Includes 24,431 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.
  - (5) Shares held directly by The Evan and Cynthia Goldberg Revocable Trust (the "Trust"). The Reporting Person is a Trustee of the Trust.
  - (6) Excludes 24,431 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 I represent the weighted average sale price of the shares sold ranging from \$97.24 to \$97.98, \$98.00 to \$98.96, \$99.09 to \$99.96, and \$100.00 to \$100.11, 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.
  - (7)

### Remarks:

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on February 19, 2015. T

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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