

**NETAPP, INC.**  
Reported by  
**NEVENS THOMAS MICHAEL**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 01/04/18 for the Period Ending 01/02/18

|             |  |
|-------------|--|
| Address     | 1395 CROSSMAN AVENUE<br>SUNNYVALE, CA, 94089 |
| Telephone   | 4088226000                                   |
| CIK         | 0001002047                                   |
| Symbol      | NTAP   |
| SIC Code    | 3572 - Computer Storage Devices              |
| Industry    | Computer Hardware                            |
| Sector      | Technology                                   |
| Fiscal Year | 04/27  |

# 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 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |  |
|---|--|--|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>NEVENS THOMAS MICHAEL</b><br><br>(Last) (First) (Middle)<br><br><b>1395 CROSSMAN AVE</b><br><br>(Street)<br><br><b>SUNNYVALE, CA 94089</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>NetApp, Inc. [ NTAP ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10% Owner<br><input type="checkbox"/> Officer (give title below) _____ Other (specify below) |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>1/2/2018</b></p>  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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                    | 1/2/2018       |                                   | M                         |   | 17000   | A          | \$37.62       | 17000   | D  |   |
| Common Stock                    | 1/2/2018       |                                   | M                         |   | 3000  | A          | \$34.52       | 20000   | D  |   |
| Common Stock                    | 1/2/2018       |                                   | S (1)                     |   | 20000   | D          | \$55.6689 (2) | 0   | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |               | 20970   | I  | by Trust  |

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

| 1. Title of Derivate Security (Instr. 3)  | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|   |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Non-Qualified Stock Option (right to buy) | \$34.52  | 1/2/2018       |                                   | M                         |   | 3000   |     | (3)                                     | 8/30/2019       | Common Stock  | 3000                       | \$55.6689                                  | 0  | D  |  |
| Non-Qualified Stock Option (right to buy) | \$37.62  | 1/2/2018       |                                   | M                         |   | 17000  |     | (3)                                     | 8/30/2018       | Common Stock  | 17000                      | \$55.6689                                  | 0  | D  |  |

**Explanation of Responses:**

- (1) The transaction reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 17, 2017.
- (2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$55.43 to \$56.035. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) Option is immediately exercisable, but any shares purchased under the option will be subject to repurchase by the Company at the option exercise price paid per share, upon the Optionee's cessation of Board service prior to vesting in those shares. The shares will vest upon the Optionee's continuation in Board service through the day immediately preceding the next Annual Stockholders Meeting following the grant date.

**Reporting Owners**

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NEVENS THOMAS MICHAEL<br>1395 CROSSMAN AVE<br>SUNNYVALE, CA 94089 | X             |           |         |       |

**Signatures**

By: Roberta S Cohen Attorney-in-Fact For: T. Michael Nevens

1/4/2018

\*\* Signature of Reporting Person

Date

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

\* 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).

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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