

NETGEAR, INC
Reported by
MERRILL MARK G

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/27/17 for the Period Ending 07/25/17

| | |
|-------------|---|
| Address | 350 EAST PLUMERIA DRIVE SAN JOSE, CA 95134 |
| Telephone | 4089078000 |
| CIK | 0001122904 |
| Symbol | NTGR |
| SIC Code | 3661 - Telephone and Telegraph Apparatus |
| Industry | Communications & Networking |
| Sector | Technology |
| Fiscal Year | 12/31 |

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

| | | | | | | | | |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| MERRILL MARK G | | | NETGEAR, INC [NTGR] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technology Officer | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| NETGEAR, INC., 350 E. PLUMERIA DR. | | | 7/25/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| SAN JOSE, CA 95134 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 7/25/2017 | | M | (U) | 6000 | A | \$32.54 | 35534 | D | |
| Common Stock | 7/25/2017 | | S | (L) | 6000 | D | \$45 | 29534 | D | |

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 | | | | |
| Employee Stock Option (Right to Buy) | \$32.54 | 7/25/2017 | | M | (U) | 6000 | | (2) | 5/16/2023 | Common Stock | 6000.0 | \$0 | 0 | D | |
| Employee Stock Option (Right to Buy) | \$32.52 | | | | | | | (3) | 6/3/2024 | Common Stock | 15000.0 | | 15000 | D | |
| Employee Stock Option (Right to Buy) | \$31.28 | | | | | | | (4) | 6/2/2025 | Common Stock | 15000.0 | | 15000 | D | |
| Employee Stock Option (Right to Buy) | \$39.53 | | | | | | | (4) | 3/24/2026 | Common Stock | 25000.0 | | 25000 | D | |
| Employee Stock Option (Right to Buy) | \$42.7 | | | | | | | (5) | 6/1/2027 | Common Stock | 25000.0 | | 25000 | D | |

Explanation of Responses:

- The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2016.
- 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
- 25% of the options will be exercisable on 6/03/2015, and 1/48 of the option grant is exercisable each month thereafter.
- This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option shall vest twelve months after the Vesting Start Date, and 1/48 of the Shares subject to the Option shall vest each month thereafter, subject to the Optionee continuing to be a Service Provider on such dates.
- This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option shall vest twelve months after the Vesting Start Date, June 1, 2017, and 1/48 of the Shares subject to the Option shall vest each month thereafter, subject to the Optionee continuing to be a Service Provider on such dates.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MERRILL MARK G NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134 | | | Chief Technology Officer | |

Signatures

/s/ Andrew W. Kim, Attorney in Fact

7/27/2017

—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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