

# NETGEAR, INC

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/21/17

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

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

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_)**

Filed by Registrant       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

**NETGEAR, INC.**

**(Name of registrant as specified in its charter)  
(Name of person(s) filing proxy statement, if other than the registrant)**

- No fee required
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
    - (1) Title of each class of securities to which transaction applies:
    - (2) Aggregate number of securities to which transaction applies:
    - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
    - (4) Proposed maximum aggregate value of transaction:
    - (5) Total fee paid:
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
-

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on June 01, 2017**

**NETGEAR, INC.**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** April 03, 2017  
**Date:** June 01, 2017      **Time:** 10:00 AM PDT  
**Location:** 350 East Plumeria Drive  
San Jose, CA 95134

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

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— Before You Vote —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Form 10-K 2. Notice & Proxy Statement

**How to View Online:**

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 18, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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**Voting items**

The Board of Directors recommends that you vote FOR the following:

1. Election of Directors

**Nominees**

01 Patrick C.S. Lo	02 J.E. Carter-Miller	03 Ralph E. Faison	04 Jef T. Graham	05 Gregory J. Rossmann
06 Barbara V. Scherer	07 Julie A. Shinar	08 Grady K. Summers	09 Thomas H. Waechter	

The Board of Directors recommends you vote FOR the following proposal(s):

- 2 Proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017.
- 3 Proposal to approve, on a non-binding advisory basis, a resolution approving the compensation of our Named Executive Officers in the Proxy Statement.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

- 4 Proposal to recommend, on a non-binding advisory basis, the frequency of future advisory votes on executive compensation.

The Board of Directors recommends you vote FOR the following proposal(s):

- 5 The Board's proposal to amend our Certificate of Incorporation and Bylaws to allow stockholders to request special stockholder meetings.

**Voting Items Continued**

The Board of Directors recommends you vote **AGAINST** the following proposal(s):

- 6 Stockholder proposal regarding our stockholders' ability to call special stockholder meetings.

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**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

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**Voting Instructions**

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