

NetApp, Inc.  
Form 8-K  
June 01, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): May 25, 2012

**NETAPP, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-27130**  
(Commission  
File Number)

**77-0307520**  
(IRS Employer  
Identification Number)

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**495 East Java Drive**

**Sunnyvale, CA 94089**

**(Address of principal executive offices) (Zip Code)**

**(408) 822-6000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report )**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02(e) Compensatory Arrangements of Certain Officers.**

On May 25, 2012, the Compensation Committee (the Committee) of the Board of Directors of NetApp, Inc. (the Company) approved compensation packages for fiscal year 2013 for the Company's senior executives, including its named executive officers. For fiscal year 2013, the annual base salaries and target incentive compensation awards for the following named executive officers (including the Company's principal executive officer and principal financial officer) will be:

	FY 2013		FY 2012	
	Base Salary	Target Incentive Compensation	Base Salary	Target Incentive Compensation
Thomas Georgens <i>President and Chief Executive Officer</i>	\$ 935,000	140%	\$ 900,000	135%
Nicholas R. Noviello <i>Executive Vice President and Chief Financial Officer</i>	\$ 475,000	110%	\$ 450,000	110%
Manish Goel <i>Executive Vice President, Product Operations</i>	\$ 550,000	110%	\$ 525,000	110%
Robert E. Salmon <i>Executive Vice President, Field Operations</i>	\$ 600,000	110%	\$ 580,000	110%
Matthew K. Fawcett <i>Senior Vice President and General Counsel</i>	\$ 410,000	80%	\$ 395,000	80%

The fiscal year 2013 annual base salaries will become effective August 1, 2012, and target incentive compensation awards are effective as of April 28, 2012.

Incentive compensation for the Company's named executive officers has been established pursuant and subject to the terms of the Company's Executive Compensation Plan (the Plan), a copy of which was filed as an exhibit to the Company's Proxy Statement, dated August 20, 2009. Under the Plan, the funding of the bonus pool from which bonuses will be paid for fiscal 2013 will be based on the Company's actual achievement against annual revenue and operating profit targets, with revenue weighted 1/3<sup>rd</sup> and operating profit weighted 2/3<sup>rd</sup>.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**NETAPP, INC.**

June 1, 2012

By: /s/ Matthew K. Fawcett  
Matthew K. Fawcett  
Senior Vice President, General Counsel and Secretary