

NetApp, Inc.  
Form 8-K  
March 12, 2014

**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): March 12, 2014**

**NetApp, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**0-27130**  
**(Commission**  
**File Number)**  
**495 East Java Drive**

**77-0307520**  
**(IRS Employer**  
**Identification No.)**

**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 2.05 Costs Associated with Exit or Disposal Activities**

On March 12, 2014, NetApp, Inc. (the Company) committed to a business realignment plan designed to focus its resources on key strategic initiatives and streamline its business in light of the constrained IT spending environment. The Company expects that the business realignment plan will be implemented through the end of the first quarter of fiscal 2015 and will include changes to the Company's worldwide headcount. As part of the business realignment plan, the Company expects to reduce worldwide headcount by approximately 600 employees.

The Company expects to incur aggregate charges of approximately \$35 to \$45 million for employee terminations and other costs associated with the business realignment plan. All of these charges are expected to be cash expenditures. The Company expects to recognize the majority of these charges in the fourth quarter of fiscal 2014.

### **Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements include expectations regarding the number of employees impacted by the business realignment plan, the aggregate charges for employee terminations and other costs associated with the business realignment plan, the related cash expenditures and the timing to recognize these charges. All of these forward-looking statements involve risk and uncertainty. Actual results may differ materially from these statements for a variety of reasons, including, without limitation, the timing and execution of the business realignment plan. These and other equally important factors are described in reports and documents we file from time to time with the Securities and Exchange Commission, including the factors described under the sections titled "Risk Factors" in our most recently submitted Annual and Quarterly Reports on Forms 10-K and 10-Q, respectively. We disclaim any obligation to update information contained in these forward-looking statements whether as a result of new information, future events, or otherwise.

**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 hereunto duly authorized.

**NETAPP, INC.**

**(Registrant)**

Date: March 12, 2014

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