

NETSUITE INC

Form 3

September 27, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ORACLE CORP

(Last) (First) (Middle)

500 ORACLE PARKWAY

(Street)

REDWOOD

CITY, CA 94065

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/28/2016

3. Issuer Name and Ticker or Trading Symbol

NETSUITE INC [N]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

\_\_\_\_ Form filed by One Reporting Person

\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

No securities are beneficially owned (1) (2) 0D (1) (2) A

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Shares

(I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORACLE CORP 500 ORACLE PARKWAY REDWOOD CITY, CA 94065	Â	Â X	Â	Â
OC Acquisition LLC 500 ORACLE PARKWAY REDWOOD CITY, CA 94065	Â	Â X	Â	Â
Napa Acquisition Corp 500 ORACLE PARKWAY REDWOOD CITY, CA 94065	Â	Â X	Â	Â

## Signatures

/s/Brian S. Higgins, Vice President, Oracle Corporation	09/27/2016
____Signature of Reporting Person	Date
/s/Brian S. Higgins, Secretary, OC Acquisition LLC	09/27/2016
____Signature of Reporting Person	Date
/s/Brian S. Higgins, Vice President, Napa Acquisition Corporation	09/27/2016
____Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Each of the Reporting Persons may be deemed to have become a 10% Owner of the Issuer in connection with the entry into of certain Tender and Support Agreements dated July 28, 2016 (the "Tender Agreements"), by OC Acquisition LLC and Napa Acquisition Corporation, and each of Zachary Nelson, Evan Goldberg, James McGeever, Ronald Gill and NetSuite Restricted Holdings LLC, an entity controlled by Lawrence J. Ellison (each, a "Stockholder"), representing an aggregate of 35,291,317 shares of Issuer common stock beneficially owned by the Stockholders. The Tender Agreements were entered into in connection with the Agreement and Plan of Merger, dated July 28, 2016, by and among the Reporting Persons and Issuer. The Reporting Persons exercise voting power in limited situations over such shares of the Issuer's common stock through the grant of an irrevocable proxy by each of the Stockholders in the Tender Agreements.

(2) (continued from Footnote 1) The Reporting Persons have no pecuniary interest in any of such shares of Issuer's common stock.

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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