

NetApp, Inc.
Form 8-K
June 26, 2009

**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): June 22, 2009

NetApp, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-27130

77-0307520

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

495 East Java Drive, Sunnyvale,
California

94089

(Address of principal executive
offices)

(Zip Code)

Registrant's telephone number, including area code:

(408) 822-6000

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:

- ☐ 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 June 22, 2009, the Compensation Committee (the Committee) of the Board of Directors of NetApp, Inc. (the Company) approved compensation packages for fiscal year 2010 for the Company's senior executives, including the named executive officers. For fiscal year 2010, the annual base salaries and target incentive compensation awards for the following named executive officers (including our principal executive officer and our principal financial officer) will be:

	Base Salary FY2010	Target Incentive Compensation
Daniel J. Warmenhoven <i>Chairman and Chief Executive Officer</i>	\$ 900,000	130%
Thomas Georgens <i>President and Chief Operating Officer</i>	\$ 600,000	120%
Thomas F. Mendoza <i>Vice Chairman</i>	\$ 600,000	120%
Robert E. Salmon, <i>Executive Vice President, Field Operations</i>	\$ 530,000	110%
Steven J. Gomo <i>Executive Vice President and Chief Financial Officer</i>	\$ 500,000	110%

The approval of annual base salaries and target incentive compensation awards (which are expressed as a percentage of annual base salary) for the named executive officers was based on an annual review of the compensation of senior executive positions. The annual base salaries and target incentive compensation awards for the named executive officers remained unchanged from fiscal year 2009 amounts. The fiscal year 2010 annual base salaries are effective August 1, 2009, and target incentive compensation awards are effective April 25, 2009.

Incentive compensation for the Company's named executive officers is determined pursuant to the terms of the Company's Executive Compensation Plan, which was adopted by the Company's Board of Directors on July 13, 2007, approved by the Company's stockholders on September 19, 2007, and filed as an exhibit to the Company's Proxy Statement dated July 25, 2007.

SIGNATURES

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

NetApp, Inc.

June 26, 2009

By: /s/ Andrew Kryder

Name: Andrew Kryder

*Title: Secretary, General Counsel, and
Senior Vice President, Legal and Tax*