**NETSUITE INC** 

Form 4

September 02, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FARRINGTON DEBORAH A Issuer Symbol NETSUITE INC [N] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director 10% Owner \_ Other (specify Officer (give title 08/31/2010 below)

**CAMPUS DRIVE, SUITE 100** (Street)

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

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

SAN MATEO, CA 94403

C/O NETSUITE INC., 2955

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	Securi	ities Acquire	ed, Disposed of, o	or Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed of (Instr. 3, 4)  Amount	f (D)	uired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/31/2010		S <u>(1)</u>	46,000	D	\$ 19.0426 (2)	2,052,157	I	See footnote (3)
Common Stock	09/01/2010		S <u>(1)</u>	254,000	D	\$ 19.5683	1,798,157	I	See footnote (3)
Common Stock							186	I	See footnote (5)
Common Stock							9,109	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	ole Date	of			
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			

FARRINGTON DEBORAH A C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403

X

### **Signatures**

/s/ Adriana Botto, by power of attorney 09/02/2010

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by StarVest Partners, L.P. on June 1, 2009.
- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$19.00 to \$19.19 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (4) to this Form
- (3) Shares held directly by StarVest Partners, L.P. The Reporting Person is a Managing Member of StarVest Associates LLC, the General Partner of StarVest Partners, L.P. and disclaims beneficial ownership except to the extent of her pecuniary interest therein.

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- (4) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$19.28 to \$19.78 per share.
- Shares held directly by StarVest Management Inc., as Nominee for StarVest Partners Advisory Council Co-Investment Plan. The

  (5) Reporting Person is President of StarVest Management, Inc. and disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.