

NETSUITE INC  
Form 8-K  
June 02, 2011

**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 26, 2011

**NetSuite Inc.**

(Exact name of registrant as specified in its charter)

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

**001-33870**  
(Commission  
file number)

**94-3310471**  
(I.R.S. Employer  
Identification No.)

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**2955 Campus Drive, Suite 100**

**San Mateo, California**  
(Address of principal executive offices)

**94403-2511**  
(Zip Code)

**(650) 627-1000**

(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:

- .. 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 5.07 Submission of Matters to a Vote of Security Holders.**

On May 26, 2011 NetSuite Inc. (the Company) held its 2011 Annual Meeting of Stockholders. All matters submitted to a vote of the Company's stockholders were approved as recommended by the Company's Board of Directors. Those matters were as follows:

1. The two persons named below were elected to serve as directors for three years and until their successors are duly elected and qualified, subject to their earlier death, resignation or removal. The results of such vote were:

| Name           | For        | Withheld | Broker non-votes |
|----------------|------------|----------|------------------|
| Zachary Nelson | 58,667,680 | 921,402  | 4,295,104        |
| Kevin Thompson | 59,022,675 | 566,407  | 4,295,104        |

2. The Company's 2007 Equity Incentive Plan, as amended, for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986, as amended, was approved. The results of such vote were:

|   | For        | Against    | Abstain | Broker non-votes |
|---|------------|------------|---------|------------------|
| Approval of 2007 Equity Incentive Plan (as amended) | 40,768,717 | 18,810,145 | 10,220  | 4,295,104        |

3. The compensation of the Company's named executive officers was approved by a non-binding vote. The results of such vote were:

|  | For        | Against | Abstain | Broker non-votes |
|--|------------|---------|---------|------------------|
| Approval, by non-binding vote, of executive compensation | 58,484,290 | 600,260 | 504,532 | 4,295,104        |

4. The option of once every three years for the frequency of an advisory vote on executive compensation was approved by a non-binding vote. The results of such vote were:

|  | 3 Years    | 2 Years | 1 Year     | Abstain | Broker non-vote |
|--|------------|---------|------------|---------|-----------------|
| Approval, by non-binding vote, of the option of once every three years for the frequency of an advisory vote on executive compensation | 33,703,829 | 636,623 | 25,224,252 | 24,378  | 4,295,104       |

5. KPMG LLP was ratified as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011. The results of such vote were:

|   | For        | Against | Abstain | Broker non-votes |
|---|------------|---------|---------|------------------|
| Ratification of the appointment of KPMG LLP | 63,853,782 | 20,887  | 9,517   | 0                |

**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.

Date: June 2, 2011

**NETSUITE INC.**

By: /s/ Ronald Gill  
**Ronald Gill**  
**Chief Financial Officer**