

NETSUITE INC  
Form 8-K  
June 27, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 21, 2016**

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**NetSuite Inc.**

(Exact name of registrant as specified in its charter)

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

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

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

**2955 Campus Drive, Suite 100**  
**San Mateo, California**

**94403-2511**

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(Address of principal executive offices)

(Zip Code)

**(650) 627-1000**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name or former address, if changed since last report)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

On June 21, 2016, NetSuite Inc. (the Company) held its 2016 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 four 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        | Against   | Abstain | Broker non-votes |
|--------------------|------------|-----------|---------|------------------|
| William Beane III  | 72,549,341 | 1,636,630 | 12,254  | 2,457,699        |
| Deborah Farrington | 65,978,642 | 8,209,806 | 9,777   | 2,457,699        |
| James McGeever     | 73,196,635 | 992,203   | 9,387   | 2,457,699        |
| Edward Zander      | 67,633,252 | 6,552,738 | 12,235  | 2,457,699        |

2. The Company's 2016 Equity Incentive Plan was approved. The results of the vote were:

|                              | For        | Against    | Abstain | Broker non-votes |
|------------------------------|------------|------------|---------|------------------|
| Approval of 2016 Equity Plan | 53,273,703 | 20,906,112 | 18,410  | 2,457,699        |

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

|  | For        | Against    | Abstain | Broker non-votes |
|--|------------|------------|---------|------------------|
| Approval, by non-binding, advisory vote, of the compensation of the named executive officers | 47,204,641 | 26,934,575 | 59,009  | 2,457,699        |

4. The frequency of an advisory vote on executive compensation was recommended, by non-binding, advisory vote, to be on an annual basis. The results of such vote were:

|   | 1 year     | 2 years | 3 years   | Abstain | Broker non-votes |
|---|------------|---------|-----------|---------|------------------|
| Recommendation, by non-binding, advisory vote, of the frequency of an advisory vote on executive compensation | 70,557,719 | 652,185 | 2,970,847 | 17,474  | 2,457,699        |

5. KPMG LLP was ratified as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The results of such vote were:

|  | For | Against | Abstain | Broker non-votes |
|--|-----|---------|---------|------------------|
|--|-----|---------|---------|------------------|

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|---|------------|---------|--------|---|
| Ratification of the appointment of KPMG LLP | 76,469,259 | 172,963 | 13,702 | 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 27, 2016

**NETSUITE INC.**

By:

/s/ Douglas P. Solomon  
Douglas P. Solomon  
SVP, General Counsel & Secretary