UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE

)

SECURITIES EXCHANGE ACT OF 1934

(Amendment No.

Filed by the Registrant \square

Filed by a Party other than the Registrant \Box

Check the appropriate box:

- Preliminary Proxy Statement
- □ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- □ Definitive Proxy Statement
- Definitive Additional Materials
- □ Soliciting Material Pursuant to §240.14a-12

NETAPP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☑ No fee required.

- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



August 24, 2020

Dear Stockholder:

We have previously sent to you proxy materials or a Notice of Internet Availability of Proxy Materials for the NetApp, Inc. Annual Meeting of Stockholders to be held on September 10, 2020. To date, we have not received your proxy.

Your Board of Directors unanimously recommends that you vote <u>FOR</u> each of the director nominees in Proposal 1 and <u>FOR</u> Proposals 2 and 3. The Board also recommends that you vote <u>AGAINST</u> Proposal 4.

Your vote is important, no matter how many or how few shares you may own. To ensure that your shares are represented at the meeting, please vote today by telephone, via the Internet, or by signing, dating and returning the enclosed proxy card in the envelope provided.

Very truly yours,

George Francian

George Kurian Chief Executive Officer

YOUR VOTE IS IMPORTANT!

Remember, you can vote your shares by telephone or via the Internet. Please follow the easy instructions on the enclosed proxy card.

If you have any questions or need assistance in voting your shares, please call our proxy solicitor,

INNISFREE M&A INCORPORATED TOLL-FREE, at 1-888-750-5834.