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): November 12, 2008

NetApp, Inc. (Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)

0-27130 (Commission File Number)

77-0307520 (I.R.S. Employer **Identification Number)**

495 East Java Drive Sunnyvale, CA 94089 (Address of principal executive offices) (Zip Code)

(408) 822-6000 (Registrant's telephone number, including area code)

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))

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item 2.02	Results of Operations	and Financial	Lonaition.

On November 12, 2008, NetApp, Inc. issued a press release announcing its earnings for the second quarter fiscal year 2009. The press release is attached as an exhibit to this Form 8-K, and the information set forth therein is hereby incorporated by reference into this Item 2.02.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

NetApp, Inc.'s November 12, 2008 press release is hereby furnished as Exhibit 99.1 to this Form 8-K in connection with the disclosures under Item 2.02 of this Form 8-K.

SIGNATURES

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

November 12, 2008	By:	/s/ Steven Gomo
	·-	Steven J. Gomo Chief Financial Officer

Exhibit	<u>Description</u>
99.1	Press release of NetApp, Inc. issued on November 12, 2008.

NetApp Announces Results for Second Quarter of Fiscal Year 2009

Q2 Revenues of \$912 Million, Up 15% Year over Year

SUNNYVALE, Calif.--(BUSINESS WIRE)--November 12, 2008--NetApp (NASDAQ: NTAP) today reported results for the second fiscal quarter of 2009. Revenues for the second fiscal quarter of 2009 were \$912 million, an increase of 15% compared to revenues of \$792 million for the same period a year ago.

For the second fiscal quarter of 2009, GAAP net income was \$49 million, or \$0.15 per share¹ compared to GAAP net income of \$84 million, or \$0.23 per share for the same period in the prior year. Non-GAAP² net income for the second fiscal quarter of 2009 was \$92 million, or \$0.28 per share, compared to non-GAAP net income of \$116 million, or \$0.32 per share for the same period a year ago.

Revenues for the first six months of the current fiscal year totaled \$1.78 billion, compared to revenues of \$1.48 billion for the first six months of the prior year, an increase of 20% year over year.

GAAP net income for the first six months of the current fiscal year totaled \$87 million, or \$0.26 per share, compared to GAAP net income of \$118 million, or \$0.32 per share for the first six months of the prior fiscal year. Non-GAAP net income for the first six months of the current fiscal year totaled \$168 million, or \$0.50 per share, compared to non-GAAP net income of \$192 million, or \$0.52 per share for the first six months of the prior fiscal year.

"NetApp produced solid revenue and earnings results despite a challenging economic environment," said Dan Warmenhoven, chairman and CEO. "More and more customers are turning to NetApp to drive down their storage costs by increasing their storage utilization. We expect NetApp's unique storage efficiency offerings to resonate well with customers, particularly during periods of constrained IT spending."

Outlook

Given the reduced visibility caused by the recent changes in the macroeconomic environment, NetApp will not be providing formal revenue guidance for the third quarter of fiscal year 2009.

- NetApp estimates non-GAAP gross margins for the third quarter of fiscal year 2009 to be substantially the same level as reported in the second quarter of fiscal year 2009.
- NetApp estimates non-GAAP operating expenses for the third quarter of fiscal year 2009 to be roughly flat from the operating expenses reported in the second quarter of fiscal year 2009.

Quarterly Highlights

In the second quarter of fiscal year 2009, NetApp introduced new solutions that continue to help customers transform their data center architectures through higher efficiencies and asset utilization, greater power and space savings, and innovative data management techniques. NetApp also received many industry awards that recognize its leadership in quality, innovation, and service in the storage market.

NetApp launched a global program that offers customers a guarantee³ that they will use 50% less storage in their virtual environments with NetApp® compared to traditional storage. NetApp wants to assure customers who choose NetApp and leverage its unique storage efficiency technologies that they will reduce their overall storage usage while improving performance.

During the second quarter, NetApp announced that it will be the first storage vendor to offer native Fibre Channel over Ethernet (FCoE) SAN storage solutions. FCoE support extends NetApp's unified storage architecture, enabling customers to address changing business needs and opportunities with flexible data access across all protocols.

NetApp announced the availability of deduplication on NetApp Virtual Tape Library (VTL) systems, enabling customers to lower the disk capacity required to back up any storage system, including EMC and HP, up to 95%.⁴

During the quarter, NetApp announced the NetApp GetSuccessfulTM Partner Enablement Program to help partners maximize strategic opportunities and distinguish themselves with their customers. The program is a new benefit of NetApp's current VIP Partner Program and complements the Authorized Professional Service Provider and the Virtualization Specialization programs announced earlier this year.

NetApp continues to receive industry recognition from third parties. During the quarter, NetApp received the following awards:

- Diogenes Labs' Storage Magazine Quality Awards for the Enterprise Arrays category (Storage)
- 2008 InformationWeek 500 (InformationWeek)
- Penton Media's Windows IT Pro® 2008 Community Choice Awards (Windows IT Pro)
- Service Management Achievement Award for Executive Stewardship (Aberdeen Group)
- 2008 Rising Star Award (Global Technology Distribution Council), Learning in Practice Awards (Chief Learning Officer magazine)
- "Best Places to Work" in Research Triangle Park 2008 (Triangle Business Journal)

Webcast and Conference Call Information

• The NetApp quarterly results conference call will be broadcast live on the Internet at http://investors.netapp.com on Wednesday, November 12, 2008, at 2:00 p.m. Pacific Time. This press release and any other information related to the call will also be posted on the Web site at that location.

- The conference call will also be available live in a listen-only format at (866) 831-6270 in the United States and (617) 213-8858 outside the United States. The pass code for both numbers is 96289060.
- A replay will be available for 72 hours following the completion of the live call by dialing (888) 286-8010 in the United States and (617) 801-6888 outside the United States, using replay code 76798622. The Webcast replay will be posted on our Web site for at least one year.

About NetApp

NetApp creates innovative storage and data management solutions that accelerate business breakthroughs and deliver outstanding cost efficiency. Discover NetApp's passion for helping companies around the world go further, faster at www.netapp.com.

"Safe Harbor" Statement Under U.S. Private Securities Litigation Reform Act of 1995

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include all of the statements under the Outlook section relating to our forecasted operating results and metrics for the third quarter of fiscal year 2009 and statements regarding our product and service offerings. These forward-looking statements involve risks and uncertainties, and actual results could vary. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the material and adverse global economic and market conditions that currently exist (particularly in the credit markets) and that are expected to persist well into calendar 2009; our ability to build nondeferred backlog to levels consistent with our past results and to increase our revenue over the next several quarters; risks associated with the anticipated growth in network storage and content delivery markets; our ability to deliver new product architectures and enterprise service offerings; competition risks, including our ability to design products and services that compete effectively from a price and performance perspective; risks with new product introductions; our reliance on a limited number of suppliers; our ability to accurately forecast demand for our products and successfully manage our relationships with our contract manufacturers; our ability to expand our direct sales operations and reseller distribution channels; our ability to develop, maintain, and strengthen our relationships and product offerings with strategic partners; risks associated with international operations; our ability to successfully acquire and integrate complementary businesses and technologies; foreign currency exchange rate fluctuations; and other important factors as described in NetApp reports and documents filed from time to time with the Securities and Exchange Commission, including the factors described under the sections captioned "Risk Factors"

NetApp, the NetApp logo, Go further, faster, and GetSuccessful are trademarks or registered trademarks of NetApp, Inc. in the United States and/or other countries. All other brands or products are trademarks or registered trademarks of their respective holders and should be treated as such.

NetApp Usage of Non-GAAP Financials

The Company refers to the non-GAAP financial measures cited above in making operating decisions because they provide meaningful supplemental information regarding the Company's operational performance. These non-GAAP results of operations exclude amortization of intangible assets, stock-based compensation expenses, acquisition-related retention costs, prior acquisition-related costs, net gain or loss on investments, and the related effects on income taxes as well as certain discrete GAAP provisions for income tax matters recognized ratably for non-GAAP purposes. We have excluded these items in order to enhance investors' understanding of our ongoing operations. The use of these non-GAAP financial measures has material limitations because they should not be used to evaluate our company without reference to their corresponding GAAP financial measures. As such, we compensate for these material limitations by using these non-GAAP financial measures in conjunction with GAAP financial measures.

These non-GAAP financial measures facilitate management's internal comparisons to the Company's historical operating results and comparisons to competitors' operating results. We include these non-GAAP financial measures in our earnings announcement because we believe they are useful to investors in allowing for greater transparency with respect to supplemental information used by management in its financial and operational decision making, such as employee compensation planning. In addition, we have historically reported similar non-GAAP financial measures to our investors and believe that the inclusion of comparative numbers provides consistency in our financial reporting at this time.

¹ Earnings per share is calculated using the diluted number of shares for all periods presented.

² Non-GAAP results of operations exclude amortization of intangible assets, stock-based compensation expenses, acquisition-related retention costs, prior acquisition related costs, net gain or loss on investments, and the related effects on income taxes as well as certain discrete GAAP provisions for income tax matters recognized ratably for non-GAAP purposes.

³ The description of the guarantee program in this press release is a summary and does not purport to be complete. For a full description of the terms and conditions of the program, go to www.netapp.com/guarantee. The description of the guarantee program is not incorporated by reference into this press release.

⁴ Based on NetApp internal testing, October 2008.

NetApp Use of Corporate Web Site

In accordance with SEC guidance published on August 22, 2008 (*Release No. 34-58288*), NetApp will begin to disseminate material information about the company through its corporate Web site within the next several fiscal quarters. NetApp intends to designate a separate portion of its corporate Web site for purposes of these disclosures and will include a prominent link on its Web site to allow visitors to locate this material information, which will be routinely updated. The Web site will supplement, rather than replace, NetApp's current existing channels of information distribution.

NETAPP, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands) (Unaudited)

	Octo	October 24, 2008		
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents	\$	1,479,152	\$	936,479
Short-term investments		819,366		227,911
Accounts receivable, net		362,317		582,110
Inventories		78,214		70,222
Prepaid expenses and other assets		139,136		120,561
Short-term restricted cash		2,022		2,953
Short-term deferred income taxes		165,852		127,197
Total current assets		3,046,059		2,067,433
PROPERTY AND EQUIPMENT, net		717,849		693,792
GOODWILL		680,054		680,054
INTANGIBLE ASSETS, net		73,671		90,075
LONG-TERM INVESTMENTS AND RESTRICTED CASH		211,832		331,105
		240.021		208,529
LONG-TERM DEFERRED INCOME TAXES AND OTHER ASSETS		348,921		
LONG-TERM DEFERRED INCOME TAXES AND OTHER ASSETS	\$	5,078,386	\$	4,070,988
LIABILITIES AND STOCKHOLDERS' EQUITY	\$		\$	
LIABILITIES AND STOCKHOLDERS' EQUITY	\$		\$	
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES:	\$	5,078,386	\$	4,070,988
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable	\$	5,078,386	\$	4,070,988 178,233
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable Accrued compensation and related benefits	\$	5,078,386 156,842 161,450	\$	4,070,988 178,233 202,929
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable Accrued compensation and related benefits Other accrued liabilities	\$	5,078,386 156,842 161,450 153,419	\$	178,233 202,929 154,331
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable Accrued compensation and related benefits Other accrued liabilities Income taxes payable	\$	5,078,386 156,842 161,450 153,419 5,559	\$	178,233 202,929 154,331 6,245
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable Accrued compensation and related benefits Other accrued liabilities Income taxes payable Deferred revenue	\$	5,078,386 156,842 161,450 153,419 5,559 919,910	\$	178,233 202,929 154,331 6,245 872,364
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable Accrued compensation and related benefits Other accrued liabilities Income taxes payable	\$	5,078,386 156,842 161,450 153,419 5,559	\$	178,233 202,929 154,331 6,245
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable Accrued compensation and related benefits Other accrued liabilities Income taxes payable Deferred revenue	\$	5,078,386 156,842 161,450 153,419 5,559 919,910	\$	178,233 202,929 154,331 6,245 872,364
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable Accrued compensation and related benefits Other accrued liabilities Income taxes payable Deferred revenue Total current liabilities	\$	5,078,386 156,842 161,450 153,419 5,559 919,910 1,397,180	\$	178,233 202,929 154,331 6,245 872,364 1,414,102
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable Accrued compensation and related benefits Other accrued liabilities Income taxes payable Deferred revenue Total current liabilities LONG-TERM DEBT AND OTHER OBLIGATIONS	<u>s</u>	5,078,386 156,842 161,450 153,419 5,559 919,910 1,397,180 1,483,958	\$	178,233 202,929 154,331 6,245 872,364 1,414,102 318,658
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable Accrued compensation and related benefits Other accrued liabilities Income taxes payable Deferred revenue Total current liabilities LONG-TERM DEBT AND OTHER OBLIGATIONS	\$	5,078,386 156,842 161,450 153,419 5,559 919,910 1,397,180 1,483,958 657,714	\$	178,233 202,929 154,331 6,245 872,364 1,414,102 318,658 637,889

NETAPP, INC. CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except net income per share amounts) (Unaudited)

		Quarter Ended				Six Mon	hs Ended			
	Octo	ober 24, 2008	Octo	ber 26, 2007	Octo	ober 24, 2008	Oct	October 26, 2007		
REVENUES:										
Product	\$	570,436	\$	541,392	\$	1,118,291	\$	1,004,725		
Software entitlements and maintenance		152,722		117,134		297,134		225,061		
Service		188,473		133,672		364,982		251,647		
Total revenues		911,631		792,198		1,780,407		1,481,433		
COST OF REVENUES:										
Cost of product		260,332		223,832		510,110		416,279		
Cost of software entitlements and maintenance		2,259		1,914		4,445		3,998		
Cost of service		102,884		82,447		203,048		159,954		
Total cost of revenues		365,475		308,193		717,603		580,231		
GROSS MARGIN		546,156		484,005		1,062,804		901,202		
OPERATING EXPENSES:										
Sales and marketing		304,045		255,374		607,152		500,017		
Research and development		125,496		108,964		250,848		215,520		
General and administrative		51,011		39,507		100,474		80,956		
Total operating expenses		480,552		403,845		958,474		796,493		
INCOME FROM OPERATIONS		65,604		80,160		104,330		104,709		
OTHER INCOME (EXPENSES), net:										
Interest income		17,619		16,296		33,094		33,332		
Interest expense		(7,542)		(1,410)		(12,117)		(2,492)		
Net (loss) gain on investments		(22,613)		13,619		(25,234)		13,619		
Other income (expense), net	<u> </u>	(479)		231		(2,468)		1,062		
Total other income, net		(13,015)		28,736		(6,725)		45,521		
INCOME BEFORE INCOME TAXES		52,589		108,896		97,605		150,230		
PROVISION FOR INCOME TAXES		3,407		25,138		10,752		32,135		
NET INCOME	\$	49,182	\$	83,758	\$	86,853	\$	118,095		
NET INCOME PER SHARE:										
BASIC	\$	0.15	\$	0.24	\$	0.26	\$	0.33		
DILUTED	\$	0.15	\$	0.23	\$	0.26	\$	0.32		
SHARES USED IN PER SHARE CALCULATION: BASIC		327,319		355,665		330,587		360,061		
								<u> </u>		
DILUTED		333,385		365,458		337,253		371,544		

NETAPP, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW (In thousands) (Unaudited)

	Quar	ter Ended	Six Mon	Six Months Ended				
	October 24, 2008	October 26, 2007	October 24, 2008	October 26, 2007				
Cash Flows from Operating Activities:								
Net income	\$ 49,182	\$ 83,758	\$ 86,853	\$ 118,095				
Adjustments to reconcile net income to net cash provided by operating activities:	25.066	20.202	(0.062	55.016				
Depreciation	35,866	28,282	69,063	55,016				
Amortization of intangible assets and patents	8,052	6,795	16,404	13,688				
Stock-based compensation	27,763	38,370	64,167	78,781				
Net loss (gain) on investments	(638)	(13,619)	1,983	(13,619)				
Impairment on investments	13,953	-	13,953	-				
Net loss on disposal of equipment	581	128	760	245				
Allowance for doubtful accounts	1,740	164	1,704	248				
Deferred income taxes	(31,718)	. , ,	(40,846)	(40,398)				
Deferred rent	2,184	113	3,011	512				
Income tax benefit from stock-based compensation	25,503	31,853	45,220	42,642				
Excess tax benefit from stock-based compensation	(24,169)	(7,247)	(34,311)	(15,586)				
Changes in assets and liabilities:								
Accounts receivable	60,915	(22,364)	211,207	122,633				
Inventories	(14,756)		(8,014)	(7,703)				
Prepaid expenses and other assets	(28,260)	6,173	(18,128)	21,856				
Accounts payable	13,740	(26,095)	(16,333)	(40,177)				
Accrued compensation and related benefits	23,683	40,005	(30,756)	(29,884)				
Other accrued liabilities	6,312	11,198	4,909	(8,930)				
Income taxes payable	1,857	3,718	(536)	(43,989)				
Other liabilities	401	2,855	(818)	62,744				
Deferred revenue	35,249	65,849	88,143	112,397				
Net cash provided by operating activities	207,440	227,672	457,635	428,571				
Cash Flows from Investing Activities:		- 	·	· 				
Purchases of investments	(219,024	(111,097)	(483,962)	(439,990)				
Redemptions of investments	155,711	165,612	263,643	627,564				
Reclassification from cash and cash equivalents to short-term investments	(289,851)		(289,851)	027,501				
Change in restricted cash	457	324	682	(1,443)				
Proceeds from sales of marketable securities	137	18,256	-	18,256				
Proceeds from sales of marketable securities Proceeds from sales of nonmarketable securities	1,057	10,230	1,057	10,230				
Purchases of property and equipment	(27,354	(37,572)	(103,967)	(71,158)				
Purchases of nonmarketable securities	(125)		(250)	(4,035)				
	(379,129)							
Net cash (used in) provided by investing activities	(3/9,129	35,525	(612,648)	129,194				
Cash Flows from Financing Activities:								
Proceeds from sale of common stock related to employee stock transactions	10,038	16,076	45,566	66,067				
Tax withholding payments reimbursed by restricted stock	(37)		(2,591)	(5,202)				
Excess tax benefit from stock-based compensation	24,169	7,247	34,311	15,586				
Proceeds from revolving credit facility	-	249,754	-	249,754				
Proceeds from issuance of convertible notes	-	-	1,265,000	-				
Payment of financing costs	(1,136)	-	(26,581)	-				
Sale of common stock warrants	-	-	163,059	-				
Purchase of note hedge	-	-	(254,898)	-				
Repayment of debt	-	(21,380)	-	(37,340)				
Repayment of revolving credit facility	(65,416)	-	(107,251)	-				
Repurchases of common stock		(499,973)	(399,982)	(699,973)				
Net cash provided by (used in) financing activities	(32,382)	(250,736)	716,633	(411,108)				
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(19,172)	(10,742)	(18,947)	(10,029)				
Net Increase in Cash and Cash Equivalents Cash and Cash Equivalents:	(223,243)	1,717	542,673	136,628				
Beginning of period	1,702,395	623,990	936,479	489,079				
End of period	\$ 1,479,152	\$ 625,707	\$ 1,479,152	\$ 625,707				

NETAPP, INC. SUPPLEMENTAL INFORMATION (In thousands) (Unaudited)

QUARTER ENDED OCTOBER 24, 2008

-	tization of tible Assets	Stock	x-based Compensation Expenses	Acquisition-Related Retention Cost		Prior Acquisition- related Costs	Net Loss (Gain) on Investments		Total
Cost of product revenues	\$ 6,748	\$	624		-	-		-	\$ 7,372
Cost of service revenues	-		2,419		-	-		-	2,419
Sales and marketing expense	1,259		12,849		-	-		-	14,108
Research and development expense	-		7,482		_	-		-	7,482
General and administrative expense	-		4,389		_	-		-	4,389
Net loss (gain) on investments	-		-		-	-	22,613	3	22,613
Effect on pre-tax income	\$ 8,007	\$	27,763		-	-	\$ 22,613	3	\$ 58,383

SIX MONTHS ENDED OCTOBER 24, 2008

-	tization of gible Assets	Stock	c-based Compensation Expenses	Acquisition-Related Retention Cost		Prior Acquisition- related Costs	N	Net Loss (Gain) on Investments	Total
Cost of product revenues	\$ 13,496	\$	1,572		-	-		-	\$ 15,068
Cost of service revenues	-		5,460		-	-		-	5,460
Sales and marketing expense Research and development	2,518		29,191		-	-		-	31,709
expense	-		17,669		-	-		-	17,669
General and administrative expense	-		10,275		-	-		-	10,275
Net loss (gain) on investments	-		-		-	-		25,234	25,234
Effect on pre-tax income	\$ 16,014	\$	64,167		-	-	\$	25,234	\$105,415

QUARTER ENDED OCTOBER 26, 2007

<u>-</u>	ization of ible Assets	Stock	a-based Compensation Expenses	Acquisition-Related Retention Cost	Prior Acquisition- related Costs	t Loss (Gain) on Investments		Total
Cost of product revenues	\$ 5,278	\$	768	-	-	-	\$	6,046
Cost of service revenues	-		2,606	-	-	-		2,606
Sales and marketing expense	971		17,135	1,162		-		19,268
Research and development expense	-		12,332	-	-	-		12,332
General and administrative expense	50		5,529	-	-	-		5,579
Net loss (gain) on investments	-		-	-	-	(13,619)	(13,619)
Effect on pre-tax income	\$ 6,299	\$	38,370	\$ 1,162	-	(\$13,619)	\$.	32,212

SIX MONTHS ENDED OCTOBER 26, 2007

-	nortization of angible Assets	Stock	c-based Compensation Expenses	Acquisition-Related Retention Cost		Prior Acquisition- related Costs		Net Loss (Gain) on Investments	Total
Cost of product revenues	\$ 10,556	\$	1,713		-		-	-	\$ 12,269
Cost of service revenues	-		5,277		-		-	-	5,277
Sales and marketing expense	1,941		34,626	2,324	4		-	-	38,891
Research and development expense	-		25,507		-		-	-	25,507
General and administrative expense	200		11,658		-	2,800)	-	14,658
Net loss (gain) on investments	-		-		-		-	(13,619)	(13,619)
Effect on pre-tax income	\$ 12,697	\$	78,781	\$ 2,324	4	\$ 2,800)	(\$13,619)	\$ 82,983

NETAPP, INC. RECONCILIATION OF NON-GAAP AND GAAP IN THE CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except net income per share amounts)
(Unaudited)

	Quarter Ended				Six Months Ended			
	Octo	ber 24, 2008	Octo	ber 26, 2007	Octo	ber 24, 2008	Octo	ber 26, 2007
SUMMARY RECONCILIATION OF NET INCOME								
NET INCOME	\$	49,182	\$	83,758	\$	86,853	\$	118,095
Adjustments:								
Amortization of intangible assets		8,007		6,299		16,014		12,697
Stock-based compensation expenses		27,763		38,370		64,167		78,781
Acquisition-related retention cost		-		1,162		-		2,324
Prior acquisition-related costs		-		-		-		2,800
Net (gain) loss on investments		22,613		(13,619)		25,234		(13,619)
Tax effect on sale of investments		-		5,477		-		5,477
Discrete GAAP tax provision items		3,816		(1,127)		4,308		(684)
Income tax effect		(19,274)		(3,906)		(28,530)		(13,470)
NON-GAAP NET INCOME	\$	92,107	\$	116,414	\$	168,046	\$	192,401
NET INCOME PER SHARE	\$	0.148	\$	0.229	\$	0.258	\$	0.318
Adjustments:								
Amortization of intangible assets		0.024		0.017		0.047		0.034
Stock-based compensation expenses		0.083		0.105		0.190		0.212
Acquisition-related retention cost		-		0.003		-		0.006
Prior acquisition-related costs		-		-		-		0.008
Net (gain) loss on investments		0.068		(0.037)		0.075		(0.037)
Tax effect on sale of investments		-		0.015		-		0.015
Discrete GAAP tax provision items		0.011		(0.003)		0.013		(0.002)
Income tax effect		(0.058)		(0.011)		(0.085)		(0.036)
NON-GAAP NET INCOME PER SHARE	\$	0.276	\$	0.318	\$	0.498	\$	0.518

CONTACT:
NetApp
David Naumann, 408-822-6551 (Press)
david.nauman@netapp.com
Tara Dhillon, 408-822-6909 (Investors)
tara@netapp.com
Billie Fagenstrom, 408-822-6428 (Investors)
billief@netapp.com