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 29, 2022

NetApp, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation) 0-27130 (Commission File Number) 77-0307520 (IRS Employer Identification No.)

3060 Olsen Drive
San Jose, California
(Address of Principal Executive Offices)

95128 (Zip Code)

Registrant's Telephone Number, Including Area Code: (408) 822-6000

	(Former Na	me or Former Address, if Chan	ged Since Last Report)					
	the appropriate box below if the Form 8-K filing is into ring provisions:	ended to simultaneously	satisfy the filing obligation of the registrant under any of the					
□ V	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)							
	Soliciting material pursuant to Rule 14a-12 under the Ex	change Act (17 CFR 24	0.14a-12)					
□ F	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))							
□ F	Pre-commencement communications pursuant to Rule 1	3e-4(c) under the Exchar	nge Act (17 CFR 240.13e-4(c))					
	Securities reg	gistered pursuant to Sec	ction 12(b) of the Act:					
	Title of each class	Trading Symbol(s)	Name of each exchange on which registered					
	Common Stock, \$0.001 Par Value	NTAP	The NASDAQ Stock Market LLC					
	te by check mark whether the registrant is an emerging er) or Rule 12b-2 of the Securities Exchange Act of 193		ned in Rule 405 of the Securities Act of 1933 (§ 230.405 of this apter).					
Emerg	ging growth company \square							
	emerging growth company, indicate by check mark if the ised financial accounting standards provided pursuant to	•	ot to use the extended transition period for complying with any new change Act. \Box					

Item 2.02 Results of Operations and Financial Condition.

On November 29, 2022, NetApp, Inc. ("NetApp" or the "Company") issued a press release reporting financial results for the second quarter ended October 28, 2022. The press release is furnished herewith as Exhibit 99.1, to this Current Report.

NetApp is making reference to non-GAAP financial information in both the press release and the conference call. A reconciliation of these non-GAAP financial measures to the comparable GAAP financial measures is contained in the attached press release.

The information contained herein and in the accompanying exhibits shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing. The information in this report, including the exhibits hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release, dated November 29, 2022, reporting earnings for the second quarter ended October 28, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 thereunto duly authorized.

NETAPP, INC. (Registrant)

Date: November 29, 2022 By: /s/ Elizabeth O'Callahan

Elizabeth O'Callahan

Executive Vice President, Chief Legal Officer and Secretary

NetApp reports second quarter of fiscal year 2023 results

Delivers all time Q2 company highs for revenue, billings, gross profit dollars, operating income and EPS

- Net revenues for the second quarter grew 6% year-over-year to \$1.66 billion, 12% in constant currency¹
- Q2 product revenue grew 3% year-over-year to \$837 million, the seventh consecutive quarter of year-over-year growth
- Q2 billings² were \$1.60 billion, an increase of 3% year-over-year, 9% in constant currency
- NetApp[™] Public Cloud annualized revenue run rate (ARR)³ increased 55% year-over-year to \$603 million
- All-flash array ARR⁴ increased 2% year-over-year to \$3.1 billion
- \$258 million returned to shareholders in share repurchases and cash dividends in the second quarter

SAN JOSE, Calif.—November 29, 2022—NetApp (NASDAQ: NTAP) today reported financial results for the second quarter of fiscal year 2023, which ended on October 28, 2022.

"We delivered a solid quarter in a dynamic environment, with all-time highs for Q2 revenue, billings, gross profit dollars, operating income, and EPS," said George Kurian, chief executive officer. "Our modern approach to the hybrid multicloud delivers significant value to our customers and creates sizeable opportunity for us. In a challenging macro environment, we remain focused on innovation, execution, and operational discipline."

Second quarter of fiscal year 2023 financial results

- Net revenues: \$1.66 billion, compared to \$1.57 billion in the second quarter of fiscal year 2022.
 - o **Hybrid Cloud segment revenue:** \$1.52 billion, compared to \$1.48 billion in the second quarter of fiscal year 2022.
 - o Public Cloud segment revenue: \$142 million, compared to \$87 million in the second quarter of fiscal year 2022.
- **Net income:** GAAP net income of \$750 million, compared to \$224 million in the second quarter of fiscal year 2022; non-GAAP net income⁵ of \$326 million, compared to \$292 million in the second quarter of fiscal year 2022. The year-over-year fluctuations in GAAP and Non-GAAP net income each include an unfavorable impact of approximately \$47 million from foreign currency exchange rate changes.
- Earnings per share: GAAP net income per share⁶ of \$3.41, compared to \$0.98 in the second quarter of fiscal year 2022; non-GAAP net income per share of \$1.48, compared to \$1.28 in the second quarter of fiscal year 2022. The year-over-year fluctuations in GAAP and Non-GAAP net income per share each include an unfavorable impact of approximately \$0.21 from foreign currency exchange rate changes.
- Cash, cash equivalents and investments: \$3.03 billion at the end of the second quarter of fiscal year 2023.
- Cash provided by operations: \$214 million, compared to \$298 million in the second quarter of fiscal year 2022.

• Share repurchase and dividends: Returned \$258 million to shareholders through share repurchases and cash dividends.

Third quarter of fiscal year 2023 financial outlook

The Company provided the following financial guidance for the third quarter of fiscal year 2023:

Net revenues are expected to be in the range of:	\$1.525 billion to \$1.675 billion		
	<u>GAAP</u>	Non-GAAP	
Earnings per share is expected to be in the range of:	\$0.88 - \$0.98	\$1.25 - \$1.35	

Full fiscal year 2023 financial outlook

The Company provided the following financial guidance for the full fiscal year 2023:

Net revenues are expected to grow in the range of:	2% to	o 4%
Public Cloud ARR is expected to exit the fiscal year at:	~\$700	million
	GAAP	Non-GAAP
Consolidated gross margins are expected to be in the range of:	65% - 66%	66% - 67%
Operating margins are expected to be:	~17%	~23%
Earnings per share is expected to be:	\$6.29 - \$6.49	\$5.30 - \$5.50

Dividend

The next cash dividend of \$0.50 per share is to be paid on January 25, 2023, to shareholders of record as of the close of business on January 6, 2023.

Second quarter of fiscal year 2023 business highlights

Leading product innovation

- NetApp launched ONTAP™ Essentials as an extension to Cloud Insights for all ONTAP customers as part of its advisor-level and higher support contracts.
- NetApp added several enhancements to NetApp SnapCenter™ to help customers tackle enterprise data protection challenges.
- Spot by NetApp launched a new API that returns **Spot Ocean by NetApp** managed nodes in a cluster, providing detailed information about the nodes in the cluster as well as Ocean related information.

- Spot by NetApp announced updates to **Elastigroup**, now supporting the use of multiple AMIs in a single Elastigroup.
- Spot by NetApp introduced Network Cost Analysis for Ocean, which provides Kubernetes application-level visibility of network cost and shows spend and usage trends.

Customer and partner momentum

- **NetApp and VMware expanded their alliance,** helping customers reduce the cost, complexity, and risk of migrating and modernizing enterprise-class workloads in hybrid multicloud environments.
- VMware, in collaboration with NetApp and Amazon Web Services, announced the **general availability of Amazon FSx for NetApp ONTAP with VMware Cloud on AWS**.
- NetApp and VMware announced the expansion of the **FlexPod™ hybrid cloud portfolio** with AWS, Azure, and Google Cloud to offer a new FlexPod hybrid multicloud solution with VMware Cloud Foundation.
- Google Cloud leveraged NetApp to offer a secure, hybrid ecosystem that enables customers to accelerate the development
 of AI and ML for medical imaging with its Medical Imaging Suite on Google Cloud.
- Yale New Haven Health, the largest healthcare provider in Connecticut, transformed its AI and analytics with a unified data lake to support clinicians and patients with the help of NVIDIA and NetApp.
- Spot by NetApp helped Lacework drive DevOps productivity, leveraging Ocean to simplify cost management and automate optimization.

Corporate news and events

- NetApp announced its intent to launch the NetApp Partner Sphere, its new holistic partner program, in NetApp fiscal year 2024.
- NetApp announced its 15th year of sponsorship and participation in the **Grace Hopper Celebration** (GHC), the largest global conference for women in technology.

NetApp awards and recognition

- Gartner has placed NetApp in its Leader quadrant in the 2022 Magic Quadrant for Primary Storage⁷ for NetApp AFF all-flash array storage appliance and the NetApp Cloud Volumes ONTAP software-defined storage service.
- Gartner's Critical Capabilities for Primary Storage study listed NetApp with the highest scores for Cloud IT Operations and Containers use cases.⁷
- **GigaOm** has named **Spot by NetApp** a leader and outperformer among 13 FinOps vendors evaluated, based on a combination of features, product innovation, and maturity in the FinOps marketplace.⁸
- NetApp AI was recognized by Frost & Sullivan with a 2022 Best Practices Enabling Technology Leadership Award in the North American AI healthcare solutions industry.⁹
- NetApp CEO George Kurian was named one of the Top 25 Most Influential Executives and Jenni Flinders, SVP, Worldwide Partner Organization, was included among the Top 25 Channel Sales Leaders in CRN's Top 100 Executives of 2022.¹⁰

- Maarten van Velsen, senior director of Partner Sales Excellence at NetApp, was selected as one of CRN's 100 People You Don't Know But Should for 2022.¹¹
- NetApp won a 2022 Stratus Award presented by the Business Intelligence Group for best Hybrid Cloud Provider.
- Maya Zakhour, area partner leader at NetApp, was the recipient of the Influential Business Leader of the Year Award at the Future Enterprise Awards 2022.¹³

Webcast and conference call information

NetApp will host a conference call to discuss these results today at 2:00 p.m. Pacific Time. To access the live webcast of this event, go to the NetApp Investor Relations website at investors.netapp.com. In addition, this press release, historical supplemental data tables, and other information related to the call will be posted on the Investor Relations website. An audio replay will be available on the website after 4:00 p.m. Pacific Time today.

"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, but are not limited to, all of the statements made in the Third Ouarter of Fiscal Year 2023 Financial Outlook section and Full Fiscal Year 2023 Financial Outlook section and statements about our ability to deliver significant customer value and opportunity through our approach to the hybrid multicloud. Actual results may differ materially from these statements for a variety of reasons, including, without limitation, our ability to keep pace with the rapid industry, technological and market trends and changes in the markets in which we operate, our ability to execute our evolved cloud strategy and introduce and gain market acceptance for our products and services, our ability to maintain our customer, partner, supplier and contract manufacturer relationships on favorable terms and conditions, general global political, macroeconomic and market conditions, including inflation, rising interest rates and foreign exchange volatility and the resulting impact on demand for our products, the impact of the COVID-19 pandemic, including supply chain disruptions, on our business operations, financial performance and results of operations, material cybersecurity and other security breaches, changes in U.S. government spending, revenue seasonality, changes in laws or regulations, including those relating to privacy, data protection and information security, and our ability to manage our gross profit margins. These and other equally important factors are described in reports and documents we file from time to time with the Securities and Exchange Commission, including the factors described under the section titled "Risk Factors" in our most recently submitted annual report on Form 10-K and guarterly report on Form 10-O. We disclaim any obligation to update information contained in this press release whether as a result of new information, future events, or otherwise.

NetApp, the NetApp logo, and the marks listed at http://www.netapp.com/TM are trademarks of NetApp, Inc. All other marks are the property of their respective owners.

Footnotes

- ¹Refer to the Constant Currency section below for an explanation of constant currency growth rates and the impact of foreign currency exchange rate changes on year-over-year fluctuations in earnings.
- ²Refer to the NetApp Usage of Non-GAAP Financial Information section below for an explanation of billings.
- ³Public Cloud annualized revenue run rate (ARR) is calculated as the annualized value of all Public Cloud customer commitments with the assumption that any commitment expiring during the next 12 months will be renewed with its existing terms.
- ⁴All-flash array annualized net revenue run rate is determined by products and services revenue for the current quarter, multiplied by 4.
- ⁵Non-GAAP net income excludes, when applicable, (a) amortization of intangible assets, (b) stock-based compensation expenses, (c) litigation settlements, (d) acquisition-related expenses, (e) restructuring charges, (f) asset impairments, (g) gains/losses on the sale or derecognition of assets, (h) gains/losses on the sale of investments in equity securities, (i) debt extinguishment costs, and (j) our GAAP tax provision, but includes a non-GAAP tax provision based upon our projected annual non-GAAP effective tax rate for the first three quarters of the fiscal year and an actual non-GAAP tax provision for the fourth quarter of the fiscal year. NetApp makes additional adjustments to the non-GAAP tax provision for certain tax matters as described below. A detailed reconciliation of our non-GAAP to GAAP results can be found at http://investors.netapp.com. NetApp's management uses these non-GAAP measures in making operating decisions because it believes that the measurements provide meaningful supplemental information regarding NetApp's ongoing operational performance. ⁶GAAP net income per share and non-GAAP net income per share are calculated using the diluted number of shares.
- ⁷NetApp Blog, Gabie Boko, October 20, 2022. NetApp #1 in Cloud IT Operations & Containers for Primary Storage.
- ⁸Spot by NetApp Blog, Courtney Wilson, August 4, 2022. GigaOm Radar: Spot Leads the Way in FinOps Tools.
- ⁹NetApp Blog, Mike McNamara, October 20, 2022.
- ¹⁰CRN, Staff Reporters, August 1, 2022. The 25 Most Influential Executives Of 2022.
- ¹¹CRN, Jennifer Follette, September 26, 2022.The 100 People You Don't Know But Should 2022.
- ¹²Business Intelligence Group, September 27, 2022. 59 Leading Cloud Computing Companies, Products and Services.
- ¹³Tahawultech.com, Daniel Shepherd, October 11, 2022. Future Enterprise Awards 2022 winners revealed.

NetApp usage of non-GAAP financial information

To supplement NetApp's condensed consolidated financial statement information presented in accordance with generally accepted accounting principles in the United States (GAAP), NetApp provides investors with certain non-GAAP measures, including, but not limited to, historical non-GAAP operating results, non-GAAP net income, non-GAAP effective tax rate, free cash flow, billings, and historical and projected non-GAAP earnings per diluted share. NetApp also presents the hardware and software components of our GAAP product revenues. Because our revenue recognition policy under GAAP defines a configured storage system, inclusive of the operating system software essential to its functionality, as a single performance obligation, hardware and software components of our product revenues are considered non-GAAP measures. The hardware and software components of our product revenues are derived from an estimated fair value allocation of the transaction price of our contracts with customers, down to the level of the product hardware and software components. This allocation is primarily based on the contractual prices at which NetApp has historically billed customers for such respective components.

NetApp believes that the presentation of non-GAAP net income, non-GAAP effective tax rates, and non-GAAP earnings per share data, when shown in conjunction with the corresponding GAAP measures, provides useful information to investors and management regarding financial and business trends relating to its financial condition and results of operations.

NetApp believes that the presentation of free cash flow, which it defines as the net cash provided by operating activities less cash used to acquire property and equipment, to be a liquidity measure that provides useful information to management and investors because it reflects cash that can be used to, among other things, invest in its business, make strategic acquisitions, repurchase common stock, and pay dividends on its common stock. As free cash flow is not a measure of liquidity calculated in accordance with GAAP, free cash flow should be considered in addition to, but not as a substitute for, the analysis provided in the statement of cash flows.

NetApp believes that the presentation of the software and hardware components of our product revenues is meaningful to investors and management as it illustrates the significance of the Company's software and provides improved visibility into the value created by our software innovation and R&D investment.

NetApp approximates billings by adding net revenues as reported on our Condensed Consolidated Statements of Operations for the period to the change in total deferred revenue and financed unearned services revenue as reported on our Condensed Consolidated Statements of Cash Flows for the same period. Billings is a performance measure that NetApp believes provides useful information to management and investors because it approximates the amounts under purchase orders received by us during a given period that have been billed.

NetApp's management uses these non-GAAP measures in making operating decisions because it believes the measurements provide meaningful supplemental information regarding NetApp's ongoing operational performance. These non-GAAP financial measures are used to: (1) measure company performance against historical results, (2) facilitate comparisons to our competitors' operating results and (3) allow greater transparency with respect to information used by management in financial and operational decision making.

NetApp excludes the following items from its non-GAAP measures when applicable:

- A. Amortization of intangible assets. NetApp records amortization of intangible assets that were acquired in connection with its business combinations. The amortization of intangible assets varies depending on the level of acquisition activity. Management finds it useful to exclude these charges to assess the appropriate level of various operating expenses to assist in budgeting, planning and forecasting future periods and in measuring operational performance.
- B. *Stock-based compensation expenses*. NetApp excludes stock-based compensation expenses from its non-GAAP measures primarily because the amount can fluctuate based on variables unrelated to the performance of the underlying business. While management views stock-based compensation as a key element of our employee retention and long-term incentives, we do not view it as an expense to be used in evaluating operational performance in any given period.
- C. Litigation settlements. NetApp may periodically incur charges or benefits related to litigation settlements. NetApp excludes these charges and benefits, when significant, because it does not believe they are reflective of ongoing business and operating results.
- D. Acquisition-related expenses. NetApp excludes acquisition-related expenses, including (a) due diligence, legal and other one-time integration charges and (b) write down of assets acquired that NetApp does not intend to use in its ongoing business, from its non-GAAP measures, primarily because they are not related to our ongoing business or cost base and, therefore, are less useful for future planning and forecasting.
- E. Restructuring charges. These charges consist of restructuring charges that are incurred based on the particular facts and circumstances of restructuring decisions, including employment and contractual settlement terms, and other related charges, and can vary in size and frequency. We therefore exclude them in our assessment of operational performance.
- F. Asset impairments. These are non-cash charges to write down assets when there is an indication that the asset has become impaired. Management finds it useful to exclude these non-cash charges due to the unpredictability of these events in its assessment of operational performance.

- G. Gains/losses on the sale or derecognition of assets. These are gains/losses from the sale of our properties and other transactions in which we transfer control of assets to a third party. Management believes that these transactions do not reflect the results of our underlying, on-going business and, therefore, are less useful for future planning and forecasting.
- H. *Gains/losses on the sale of investments in equity securities*. These are gains/losses from the sale of our investment in certain equity securities. Typically, such investments are sold as a result of a change in control of the underlying businesses. Management believes that these transactions do not reflect the results of our underlying, on-going business and, therefore, are less useful for future planning and forecasting.
- I. Debt extinguishment costs. NetApp excludes certain non-recurring expenses incurred as a result of the early extinguishment of debt. Management believes such nonrecurring costs do not reflect the results of its underlying, on-going business and, therefore, are less useful for future planning and forecasting.
- J. *Income tax adjustments*. NetApp's non-GAAP tax provision is based upon a projected annual non-GAAP effective tax rate for the first three quarters of the fiscal year and an actual non-GAAP tax provision for the fourth quarter of the fiscal year. The non-GAAP tax provision also excludes, when applicable, (a) tax charges or benefits in the current period that relate to one or more prior fiscal periods that are a result of events such as changes in tax legislation, authoritative guidance, income tax audit settlements, statute lapses and/or court decisions, (b) tax charges or benefits that are attributable to unusual or non-recurring book and/or tax accounting method changes, (c) tax charges that are a result of a non-routine foreign cash repatriation, (d) tax charges or benefits that are a result of infrequent restructuring of the Company's tax structure, (e) tax charges or benefits that are a result of a change in valuation allowance, and (f) tax charges resulting from the integration of intellectual property from acquisitions. Management believes that the use of non-GAAP tax provisions provides a more meaningful measure of the Company's operational performance.

These non-GAAP measures are not in accordance with, or an alternative for, measures prepared in accordance with GAAP, and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures are not based on any comprehensive set of accounting rules or principles. NetApp believes that non-GAAP measures have limitations in that they do not reflect all of the amounts associated with the Company's results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate the Company's results of operations in conjunction with the corresponding GAAP measures. NetApp management compensates for these limitations by analyzing current and projected results on a GAAP basis as well as a non-GAAP basis. The presentation of non-GAAP financial information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared

in accordance with generally accepted accounting principles in the United States. The non-GAAP financial measures are meant to supplement, and be viewed in conjunction with, GAAP financial measures.

Constant Currency

NetApp presents certain constant currency growth rates or quantifies the impact of foreign currency exchange rate changes on year-over-year fluctuations, including for net revenues, billings, and earnings. This constant currency information assumes the same foreign currency exchange rates that were in effect for the comparable prior-year period were used in translation of the current period results.

About NetApp

NetApp is a global, cloud-led, data-centric software company that empowers organizations to lead with data in the age of accelerated digital transformation. The company provides systems, software, and cloud services that enable them to run their applications optimally from data center to cloud, whether they are developing in the cloud, moving to the cloud, or creating their own cloudlike experiences on premises. With solutions that perform across diverse environments, NetApp helps organizations build their own data fabric and securely deliver the right data, services, and applications to the right people—anytime, anywhere. Learn more at www.netapp.com or follow us on Twitter, LinkedIn, Facebook, and Instagram.

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

	 tober 28, 2022	 April 29, 2022
ASSETS		
Current assets:		
Cash, cash equivalents and investments	\$ 3,033	\$ 4,134
Accounts receivable	910	1,230
Inventories	244	204
Other current assets	416	377
Total current assets	 4,603	 5,945
Property and equipment, net	661	602
Goodwill and purchased intangible assets, net	2,982	2,488
Other non-current assets	1,534	991
Total assets	\$ 9,780	\$ 10,026
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 584	\$ 607
Accrued expenses	819	925
Current portion of long-term debt	_	250

Short-term deferred revenue and financed unearned services revenue	1,992	2,171
Total current liabilities	3,395	3,953
Long-term debt	2,387	2,386
Other long-term liabilities	737	788
Long-term deferred revenue and financed unearned services revenue	2,059	2,061
Total liabilities	8,578	9,188
Stockholders' equity	1,202	838
Total liabilities and stockholders' equity	\$ 9,780	\$ 10,026

NETAPP, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (In millions, except per share amounts) (Unaudited)

		Three Mor	nded	Six Months Ended				
		October 28, 2022		October 29, 2021		October 28, 2022		October 29, 2021
Net revenues:								
Product	\$	837	\$	814	\$	1,623	\$	1,544
Services		826		752		1,632		1,480
Net revenues		1,663		1,566		3,255		3,024
Cost of revenues:								
Cost of product		418		372		815		701
Cost of services		158		135		307		265
Total cost of revenues		576		507		1,122		966
Gross profit		1,087		1,059		2,133		2,058
Operating expenses:								
Sales and marketing		479		465		937		916
Research and development		243		216		483		426
General and administrative		67		76		139		142
Restructuring charges		11		7		22		29
Acquisition-related expense		5		1		15		2
Total operating expenses		805		765		1,596		1,515
Income from operations		282		294		537		543
Other income (expense), net		23		(14)		38		(26)
Income before income taxes		305		280		575		517
(Benefit) provision for income taxes		(445)		56	_	(389)		91
Net income	\$	750	\$	224	\$	964	\$	426
Net income per share:								
Basic	\$	3.46	\$	1.00	\$	4.40	\$	1.91
Diluted	\$	3.41	\$	0.98	\$	4.34	\$	1.86
Shares used in net income per share calculations:								
Basic		217		223		219		223
Diluted		220		229		222		229
Diacu	===				_			

NETAPP, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (In millions) (Unaudited)

	Three Months Ended			Six Months Ended			Ended
	ber 28, 1022	O	ctober 29, 2021		ober 28, 2022		October 29, 2021
Cash flows from operating activities:							
Net income	\$ 750	\$	224	\$	964	\$	426
Adjustments to reconcile net income to net cash provided by operating activities:							
Depreciation and amortization	59		46		117		92
Non-cash operating lease cost	13		15		27		28
Stock-based compensation	78		62		145		115
Deferred income taxes	(555)		(17)		(570)		(32)
Other items, net	(61)		(16)		(127)		(12)
Changes in assets and liabilities, net of acquisitions of businesses:							
Accounts receivable	(51)		5		313		292
Inventories	(12)		(47)		(40)		(41)
Accounts payable	62		62		(28)		11
Accrued expenses	100		36		(108)		(206)
Deferred revenue and financed unearned services							
revenue	(61)		(15)		(93)		(97)
Long-term taxes payable	(85)		(57)		(84)		(65)
Changes in other operating assets and liabilities, net	(23)		_		(21)		29
Net cash provided by operating activities	 214		298		495		540
Cash flows from investing activities:							
(Purchases) redemptions of investments, net	(211)		15		(342)		26
Purchases of property and equipment	(77)		(46)		(142)		(97)
Acquisitions of businesses, net of cash acquired	_		_		(491)		(14)
Other investing activities, net	_		_		59		_
Net cash used in investing activities	 (288)		(31)		(916)		(85)
Cash flows from financing activities:	 			-			
Proceeds from issuance of common stock under employee stock award plans	_		_		54		53
Payments for taxes related to net share settlement of stock							
awards	(11)		(6)		(63)		(63)
Repurchase of common stock	(150)		(125)		(500)		(225)
Repayments and extinguishment of debt	(250)		_		(250)		_
Dividends paid	(108)		(112)		(218)		(224)
Other financing activities, net	(1)		_		(2)		(2)
Net cash used in financing activities	(520)		(243)		(979)		(461)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(25)		(8)		(43)		(13)
Net change in cash, cash equivalents and restricted cash	(619)		16		(1,443)		(19)
Cash, cash equivalents and restricted cash:							
Beginning of period	3,295		4,500		4,119		4,535
End of period	\$ 2,676	\$	4,516	\$	2,676	\$	4,516

NETAPP, INC. SUPPLEMENTAL DATA

(In millions except net income per share, percentages, DSO, DPO and Inventory Turns) (Unaudited)

Revenues	by	Segment
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Revenues by Segment		Q2'FY23		Q1'FY23		Q2'FY22
Product	\$	837	\$	786	\$	814
Support		607		598		590
Professional and Other Services		77		76		75
Hybrid Cloud Segment Net Revenues		1,521		1,460		1,479
Public Cloud Segment Net Revenues		142		132		87
Net Revenues	\$	1,663	\$	1,592	\$	1,566
Gross Profit by Segment						
		Q2'FY23		Q1'FY23		Q2'FY22
Product	\$	420	\$	391	\$	445
Support		562		555		542
Professional and Other Services		23		24		21
Hybrid Cloud Segment Gross Profit		1,005		970		1,008
Public Cloud Segment Gross Profit		97		92		62
Total Segments Gross Profit		1,102		1,062		1,070
Amortization of Intangible Assets		(10)		(11)		(7)
Stock-based Compensation		(5)		(5)		(4)
Unallocated Cost of Revenues		(15)	_	(16)		(11)
Gross Profit	\$	1,087	\$	1,046	\$	1,059
Gross Profit	Ψ	1,007	Ψ	1,040	Ψ	1,000
Gross Margin by Segment						
Due de se	_	Q2'FY23		Q1'FY23	,	Q2'FY22 54.7 %
Product		50.2 % 92.6 %		49.7 % 92.8 %		91.9%
Support Professional and Other Services		29.9 %		31.6%		28.0 9
Hybrid Cloud Segment Gross Margin		66.1 %		66.4%		68.2 %
Public Cloud Segment Gross Margin		68.3 %		69.7 %		71.3 %
Product Revenues						
Trouter revenues		Q2'FY23		Q1'FY23		Q2'FY22
Total	\$	837	\$	786	\$	814
Software*	\$	495	\$	476	\$	475
Hardware*	\$	342	\$	310	\$	339
Software and recurring support and public cloud revenue						
		Q2'FY23		Q1'FY23		Q2'FY22
Product - Software	\$	495	\$	476	\$	475
Support		607		598		590
Public Cloud		142		132		87
Software and recurring support and public cloud revenue*	\$	1,244	\$	1,206	\$	1,152
Software and recurring support and public cloud revenue as a percentage of net revenues		75 %	ó	76 %	, o	74%

^{*} Our revenue recognition policy under GAAP defines a configured storage system, inclusive of the operating system software essential to its functionality, as a single performance obligation. We have provided a breakdown of our GAAP product revenues into the software and hardware components, which are considered non-GAAP measures, to display the significance of software included in total product revenues. Software and recurring support and public cloud revenue is a non-GAAP measure because it includes the software component of our product revenues, but not the hardware component.

Geographic Mix

	% of Q2 FY'23	% of Q1 FY'23	% of Q2 FY'22
	Revenue	Revenue	Revenue
Americas	54 %	54 %	55 %
Americas Commercial	40 %	42 %	43 %
U.S. Public Sector	14 %	12 %	12 %
EMEA	32 %	31 %	29 %
Asia Pacific	14 %	15%	15 %

Pathways Mix

·	% of Q2 FY'23 Revenue	% of Q1 FY'23 Revenue	% of Q2 FY'22 Revenue
Direct	23 %	21 %	24%
Indirect	77 %	79%	76%

Non-GAAP Income from Operations, Income before Income Taxes & Effective Tax Rate

	Q2'FY23		Q1'FY23		Q2'FY22
Non-GAAP Income from Operations	\$ 393	\$	360	\$	374
% of Net Revenues	23.6 %	Ď	22.6 %)	23.9 %
Non-GAAP Income before Income Taxes	\$ 416	\$	343	\$	360
Non-GAAP Effective Tax Rate	21.6 %	Ď	21.6%)	18.9 %

Non-GAAP Net Income

	Q2'FY23	Q1'FY23	Q2'FY22
Non-GAAP Net Income	\$ 326	\$ 269	\$ 292
Non-GAAP Weighted Average Common Shares Outstanding, Diluted	220	224	229
Non-GAAP Net Income per Share, Diluted	\$ 1.48	\$ 1.20	\$ 1.28

Select Balance Sheet Items

	Q2'FY23		Q1'FY23			Q2'FY22		
Deferred Revenue and Financed Unearned Services Revenue	\$	4,051	\$	4,170	\$	3,866		
DSO (days)		50		49		38		
DPO (days)		92		86		78		
Inventory Turns		9		9		13		

Days sales outstanding (DSO) is defined as accounts receivable divided by net revenues, multiplied by the number of days in the quarter. Days payables outstanding (DPO) is defined as accounts payable divided by cost of revenues, multiplied by the number of days in the quarter. Inventory turns is defined as annualized cost of revenues divided by net inventories.

Select Cash Flow Statement Items

	Q2'FY23		Q1'FY23		Q2'FY22
Net Cash Provided by Operating Activities	\$ 214	\$	281	\$	298
Purchases of Property and Equipment	\$ 77	\$	65	\$	46
Free Cash Flow	\$ 137	\$	216	\$	252
Free Cash Flow as % of Net Revenues	8.2 %	6	13.6 %	ó	16.1 %

Free cash flow is a non-GAAP measure and is defined as net cash provided by operating activities less purchases of property and equipment. Some items may not add or recalculate due to rounding.

NETAPP, INC. RECONCILIATION OF NON-GAAP TO GAAP INCOME STATEMENT INFORMATION

(In millions, except net income per share amounts)

		Q2'FY23		Q1'FY23		Q2'FY22
NET INCOME	\$	750	\$	214	\$	224
Adjustments:						
Amortization of intangible assets		17		17		10
Stock-based compensation		78		67		62
Restructuring charges		11		11		7
Acquisition-related expense		5		10		1
Gain on sale of equity investment		_		(32)		_
Income tax effects		(11)		(18)		(13)
Income tax expenses from integration of acquired companies		_		_		1
Income tax benefit from intra-entity intellectual property transfer		(524)		<u> </u>		<u> </u>
NON-GAAP NET INCOME	\$	326	\$	269	\$	292
COST OF REVENUES	\$	576	\$	546	\$	507
Adjustments:						
Amortization of intangible assets		(10)		(11)		(7)
Stock-based compensation		(5)		(5)		(4)
NON-GAAP COST OF REVENUES	\$	561	\$	530	\$	496
COST OF PRODUCT REVENUES	\$	418	\$	397	\$	372
Adjustments:					•	
Amortization of intangible assets		_		(1)		(2)
Stock-based compensation		(1)		(1)		(1)
NON-GAAP COST OF PRODUCT REVENUES	\$	417	\$	395	\$	369
COST OF SERVICES REVENUES	\$	158	\$	149	\$	135
Adjustments:	Ψ	150	Ψ	110	Ψ	155
Amortization of intangible assets		(10)		(10)		(5)
Stock-based compensation		(4)		(4)		(3)
NON-GAAP COST OF SERVICES REVENUES	\$	144	\$	135	\$	127
GROSS PROFIT	\$	1,087	\$	1,046	\$	1,059
Adjustments:	Ψ	1,007	Ψ	1,040	Ψ	1,000
Amortization of intangible assets		10		11		7
Stock-based compensation		5		5		4
NON-GAAP GROSS PROFIT	\$	1,102	\$	1,062	\$	1,070
NUN-GAAP GKU55 PKUFII	Ψ	1,102	Ψ	1,002	Ψ	1,070

NETAPP, INC. RECONCILIATION OF NON-GAAP TO GAAP INCOME STATEMENT INFORMATION (In millions, except net income per share amounts)

	Q2'	FY23	\mathbf{Q}_1	l'FY23	Q2	'FY22
SALES AND MARKETING EXPENSES	\$	479	\$	458	\$	465
Adjustments:						
Amortization of intangible assets		(7)		(6)		(3)
Stock-based compensation		(35)		(28)		(29)
NON-GAAP SALES AND MARKETING EXPENSES	\$	437	\$	424	\$	433

RESEARCH AND DEVELOPMENT EXPENSES	\$ 243	\$ 240	\$ 216
Adjustments:			
Stock-based compensation	 (26)	(24)	(19)
NON-GAAP RESEARCH AND DEVELOPMENT EXPENSES	\$ 217	\$ 216	\$ 197
GENERAL AND ADMINISTRATIVE EXPENSES	\$ 67	\$ 72	\$ 76
Adjustments:			
Stock-based compensation	 (12)	 (10)	 (10)
NON-GAAP GENERAL AND ADMINISTRATIVE EXPENSES	\$ 55	\$ 62	\$ 66
RESTRUCTURING CHARGES	\$ 11	\$ 11	\$ 7
Adjustments:			
Restructuring charges	 (11)	 (11)	 (7)
NON-GAAP RESTRUCTURING CHARGES	\$ _	\$ <u> </u>	\$
ACQUISITION-RELATED EXPENSE	\$ 5	\$ 10	\$ 1
Adjustments:			
Acquisition-related expense	(5)	(10)	(1)
NON-GAAP ACQUISITION-RELATED EXPENSE	\$ 	\$ 	\$
OPERATING EXPENSES	\$ 805	\$ 791	\$ 765
Adjustments:			
Amortization of intangible assets	(7)	(6)	(3)
Stock-based compensation	(73)	(62)	(58)
Restructuring charges	(11)	(11)	(7)
Acquisition-related expense	 (5)	(10)	(1)
NON-GAAP OPERATING EXPENSES	\$ 709	\$ 702	\$ 696

NETAPP, INC. RECONCILIATION OF NON-GAAP TO GAAP INCOME STATEMENT INFORMATION (In millions, except net income per share amounts)

Q2'FY23 Q1'FY23 Q2'FY22 **INCOME FROM OPERATIONS** 282 255 294 Adjustments: Amortization of intangible assets 17 17 10 78 62 Stock-based compensation 67 7 Restructuring charges 11 11 1 Acquisition-related expense 5 10 \$ 393 \$ 360 374 NON-GAAP INCOME FROM OPERATIONS OTHER INCOME (EXPENSE), NET \$ 23 \$ 15 \$ (14)Adjustments: Gain on sale of equity investment (32) 23 (17)(14)NON-GAAP OTHER INCOME (EXPENSE), NET INCOME BEFORE INCOME TAXES 305 270 280 \$ \$ \$ Adjustments: Amortization of intangible assets 17 17 10 Stock-based compensation 78 67 62 7 11 11 Restructuring charges Acquisition-related expense 5 10 1 (32) Gain on sale of equity investment \$ 416 343 360 NON-GAAP INCOME BEFORE INCOME TAXES

		 	-	
(BENEFIT) PROVISION FOR INCOME TAXES	\$ (445)	\$ 56	\$	56
Adjustments:				
Income tax effects	11	18		13
Income tax expenses from integration of acquired companies	_	_		(1)
Income tax benefit from intra-entity intellectual property transfer	524	_		_
NON-GAAP PROVISION FOR INCOME TAXES	\$ 90	\$ 74	\$	68
NET INCOME PER SHARE	\$ 3.41	\$ 0.96	\$	0.98
Adjustments:				
Amortization of intangible assets	80.0	0.08		0.04
Stock-based compensation	0.35	0.30		0.27
Restructuring charges	0.05	0.05		0.03
Acquisition-related expense	0.02	0.04		_
Gain on sale of equity investment	_	(0.14)		_
Income tax effects	(0.05)	(80.0)		(0.06)
Income tax benefit from intra-entity intellectual property transfer	(2.38)	_		_
NON-GAAP NET INCOME PER SHARE	\$ 1.48	\$ 1.20	\$	1.28

RECONCILIATION OF NON-GAAP TO GAAP GROSS MARGIN (\$ in millions)

	Q2'FY23		Q1'FY23		Q2'FY22
Gross margin-GAAP	65.	4%	65.7 %	,	67.6 %
Cost of revenues adjustments	0.	9%	1.0 %)	0.7 %
Gross margin-Non-GAAP	66.	3%	66.7 %)	68.3 %
GAAP cost of revenues	\$ 57	6 \$	5 546	\$	507
Cost of revenues adjustments:					
Amortization of intangible assets	(1	0)	(11)		(7)
Stock-based compensation	(5)	(5)		(4)
Non-GAAP cost of revenues	\$ 56	1 \$	5 530	\$	496
Net revenues	\$ 1,66	3 \$	1,592	\$	1,566

RECONCILIATION OF NON-GAAP TO GAAP PRODUCT GROSS MARGIN (\$ in millions)

	Q2'FY23		Q1'FY23	Q2'F	Y22
Product gross margin-GAAP	50.1 %	6	49.5 %		54.3 %
Cost of product revenues adjustments	0.1 %	6	0.3%		0.4%
Product gross margin-Non-GAAP	50.2 %	6	49.7 %		54.7 %
GAAP cost of product revenues	\$ 418	\$	397	\$	372
Cost of product revenues adjustments:					
Amortization of intangible assets	_		(1)		(2)
Stock-based compensation	(1)		(1)		(1)
Non-GAAP cost of product revenues	\$ 417	\$	395	\$	369
Product revenues	\$ 837	\$	786	\$	814

RECONCILIATION OF NON-GAAP TO GAAP SERVICES GROSS MARGIN

(\$ in millions)

	Q2'FY23		Q1'FY23	Q2'FY22
Services gross margin-GAAP	80.9	%	81.5 %	82.0 %
Cost of services revenues adjustments	1.7	%	1.7 %	1.1 %
Services gross margin-Non-GAAP	82.6	%	83.3 %	83.1 %
GAAP cost of services revenues	\$ 158	\$	149	\$ 135
Cost of services revenues adjustments:				
Amortization of intangible assets	(10)	(10)	(5)
Stock-based compensation	(4) _	(4)	(3)
Non-GAAP cost of services revenues	\$ 144	\$	135	\$ 127
Services revenues	\$ 826	\$	806	\$ 752

RECONCILIATION OF NON-GAAP TO GAAP EFFECTIVE TAX RATE

	Q2'FY23	Q1'FY23	Q2'FY22
GAAP effective tax rate	(145.9)%	20.7 %	20.0 %
Adjustments:			
Income tax effects	41.6%	0.8%	(0.8)%
Income tax expenses from integration of acquired companies	—%	—%	(0.4)%
Income tax benefit from intra-entity intellectual property transfer	126.0 %	_%_	<u> </u>
Non-GAAP effective tax rate	21.6 %	21.6%	18.9 %

RECONCILIATION OF NET CASH PROVIDED BY OPERATING ACTIVITIES TO FREE CASH FLOW (NON-GAAP) (In millions)

	Q2'F	Y23	Q1	'FY23	Q2	'FY22
Net cash provided by operating activities	\$	214	\$	281	\$	298
Purchases of property and equipment		(77)		(65)		(46)
Free cash flow	\$	137	\$	216	\$	252

RECONCILIATION OF NET REVENUES TO BILLINGS (NON-GAAP) (In millions)

	\mathbf{Q}^2	2'FY23	Q	1'FY23	Q	2'FY22
Net revenues	\$	1,663	\$	1,592	\$	1,566
Change in deferred revenue and financed unearned services revenue*		(61)		(32)		(15)
Billings	\$	1,602	\$	1,560	\$	1,551

^{*} As reported on our Condensed Consolidated Statements of Cash Flows

NETAPP, INC. RECONCILIATION OF NON-GAAP GUIDANCE TO GAAP EXPRESSED AS EARNINGS PER SHARE THIRD QUARTER FISCAL 2023

	Third Quarter Fiscal 2023
Non-GAAP Guidance - Net Income Per Share	\$1.25-\$1.35
Adjustments of Specific Items to Net Income	
Per Share for the Third Quarter Fiscal 2023:	
Amortization of intangible assets	(\$0.08)
Stock-based compensation expense	(\$0.35)
Income tax effects	\$0.06
Total Adjustments	(\$0.37)
GAAP Guidance - Net Income Per Share	\$0.88-\$0.98
Some items may not add or recalculate due to rounding.	

NETAPP, INC. RECONCILIATION OF NON-GAAP GUIDANCE TO GAAP FISCAL 2023

	Fiscal 2023
Gross Margin - Non-GAAP Guidance	66% - 67%
Adjustment:	
Cost of revenues adjustments	(1)%
Gross Margin - GAAP Guidance	65% - 66%
	Fiscal 2023
	Fiscal 2023
Operating Margin - Non-GAAP Guidance	Fiscal 2023 ~23%
Operating Margin - Non-GAAP Guidance Adjustments:	
Adjustments:	~23%

Some items may not add or recalculate due to rounding.

NETAPP, INC. RECONCILIATION OF NON-GAAP GUIDANCE TO GAAP EXPRESSED AS EARNINGS PER SHARE FISCAL 2023

	Fiscal 2023
Non-GAAP Guidance - Net Income Per Share	\$5.30 - \$5.50
Adjustments of Specific Items to Net Income	
Per Share for Fiscal 2023:	
Amortization of intangible assets	(\$0.31)
Stock-based compensation expense	(\$1.37)
Restructuring charges	(\$0.10)
Acquisition-related expenses	(\$0.07)
Gain on sale of equity investment	\$0.14
Income tax benefit from intra-entity intellectual property transfer	\$2.37
Income tax effects	\$0.33
Total Adjustments	\$0.99
GAAP Guidance - Net Income Per Share	\$6.29 - \$6.49

 $Some\ items\ may\ not\ add\ or\ recalculate\ due\ to\ rounding.$

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