FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(h) |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* <u>RICHARD HENRI P</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol NetApp, Inc. [NTAP] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify | | | | |
|--|---|------------|--|-------------------------------|---|--|---|---|--------------------|--|---|--|---|---|---|--|---|--|
| (Last) (First) (Middle) 1395 CROSSMAN AVE | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/31/2019 | | | | | | | | X Officer (give fille Officer (specific below) below) EVP, Go To Market | | | | | |
| (Street) SUNNYVALE CA 94089 | | | | | Lin | | | | | | | | 5. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | | |
| (City) | (9 | State) | (Zip) | | | Form filed by More than One Reporting Person | | | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| Date | | | | 2. Transa Date (Month/D | | Executi if any | 2A. Deemed Execution Date, if any (Month/Day/Year) | | action (Instr. | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | and 5) Securities Beneficially Owned Following Reported | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Direct I | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | , , | | v | Amount | (A) or (D) | Price | | | | | (Instr. 4) | |
| Common Stock | | | | 05/31/2019 | | | | | | 357 | A | \$50.32 | 133,333(2) | | | D | | |
| Common Stock | | | | 06/01/2019 | | | | | | 15,157 | A | \$0.0 | 148,490(2) | | | D | | |
| Common Stock | | | | 06/01/2019 | | | | | | 7,514 | D | \$59.2 | 140,976 | | | D | | |
| Common Stock | | | | 06/01 | 06/01/2019 | | | | | 9,500 | A | \$0.0 | 150,4 | 176 ⁽²⁾ | | D | | |
| Common Stock | | | | 06/01 | 06/01/2019 | | | | | 4,710 | D | \$59.2 | 145, | ,766 | | D | | |
| Common Stock 06/0 | | | | 06/01 | /2019 | | | | | 6,125 | A | \$0.0 | 151,891 ⁽²⁾ | | | D | | |
| Common Stock 06/0. | | | | 06/01 | /2019 | | | | | 3,036 | D | \$59.2 | 148,855 | | | D | | |
| | | | | | | | | , | | osed of, o | | • | wned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | ive Conversion Date Execution D y or Exercise (Month/Day/Year) if any | | 3A. Deemed Execution Da if any (Month/Day/Y | Coc | nsaction le (Instr. | | | 6. Date Exerci Expiration Da (Month/Day/Y | | te | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securitie Beneficia Owned Following Reported Transact | e es ally g | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership ct (Instr. 4) | |
| | | | | Cod | le V | (A) | (D) | Date Exercisa | able | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | | | |
| Restricted Stock Unit | \$0.0 ⁽³⁾ | 06/01/2019 | | М | | | 15,157 | |)17 ⁽⁴⁾ | 06/01/2023 | Common Stock | 15,157 | \$0.0 | 15,15 | 157 D | | | |
| Restricted Stock Unit | \$0.0 ⁽³⁾ | 06/01/2019 | | М | | | 9,500 | 06/01/2018 ⁽⁵⁾ | | 06/01/2024 | Common Stock | 9,500 | \$0.0 | 19,00 | 00 | D | | |
| Restricted Stock Unit | \$0.0 ⁽³⁾ | 06/01/2019 | | М | | | 6,125 | 06/01/20 |)19 ⁽⁶⁾ | 06/04/2025 | Common Stock | 6,125 | \$0.0 | 18,37 | 75 | D | | |
| Restricted Stock Unit | \$0.0 ⁽³⁾ | 06/03/2019 | | A | | 21,500 | П | 06/01/20 |)20 ⁽⁷⁾ | 06/03/2026 | Common Stock | 21,500 | \$0.0 | 21,50 | 00 | D | | |

Explanation of Responses:

- 1. Shares purchased under the NetApp 1999 Employee Stock Purchase plan on May 31, 2019.
- 2. Shares held in the account titled Henri Richard Gay Richard JT $\ensuremath{\mathsf{TEN}}$
- 3. Restricted stock units convert into common stock on a one-for-one basis.
- 4. On June 1, 2016, the reporting person was granted 60,630 restricted stock units, vesting in four equal annual installments beginning on June 1, 2017 and subject to continued service on each applicable vesting date.
- 5. On June 1, 2017, the reporting person was granted 38,000 restricted stock units, vesting in four equal annual installments beginning on June 1, 2018 and subject to continued service on each applicable vesting date.
- 6. On June 4, 2018, the reporting person was granted 24,500 restricted stock units, vesting in four equal annual installments beginning on June 1, 2019 and subject to continued service on each applicable vesting date.
- 7. On June 3, 2019, the reporting person was granted 21,500 restricted stock units, vesting in four equal annual installments beginning on June 1, 2020 and subject to continued service on each applicable vesting date.

By: Roberta S Cohen Attorneyin-Fact For: Henri Richard

06/04/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.