

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-3  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

NETWORK APPLIANCE, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

CALIFORNIA  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

77-0307520  
(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

2770 SAN TOMAS EXPRESSWAY  
SANTA CLARA, CALIFORNIA 95051  
(408) 367-3000  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

DANIEL J. WARMENHOVEN  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
NETWORK APPLIANCE, INC.  
2770 SAN TOMAS EXPRESSWAY  
SANTA CLARA, CALIFORNIA 95051  
(408) 367-3000  
(NAME AND ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA  
CODE, OF AGENT FOR SERVICE)

Copy to:  
EDWARD M. LEONARD, ESQ.  
BROBECK, PHLEGER & HARRISON LLP  
TWO EMBARCADERO PLACE  
2200 GENG ROAD  
PALO ALTO, CALIFORNIA 94303  
(415) 424-0160

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:  
From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, no par value per share	172,372 Shares	\$26.75	\$4,610,951	\$1,397.26

(1) The price of \$26.75, which was the average of the high and low prices of the Common Stock on the Nasdaq National Market System on April 23, 1997, is set

forth solely for the purpose of computing the registration fee pursuant to Rule 457(c).

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT THAT SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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172,372 SHARES

NETWORK APPLIANCE, INC.  
COMMON STOCK

This Prospectus relates to the public offering, which is not being underwritten, of 172,372 shares of Common Stock, no par value per share, of Network Appliance, Inc. (the "Company" or the "Registrant"). All 172,372 shares (the "Shares") may be offered by certain shareholders of the Company or by pledgees, donees, transferees or other successors in interest that receive such shares as a gift, partnership distribution or other non-sale related transfer (the "Selling Shareholders"). All of the Shares were originally issued by the Company in connection with the acquisition by statutory merger of Internet Middleware Corporation ("IMC"), by and through a merger of IMC with and into the Company. The Shares were issued pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), provided by Section 4(2) thereof. The Shares are being registered by the Company pursuant to section 1.10 of the Agreement and Plan of Reorganization between the Company and IMC.

The Shares may be offered by the Selling Shareholders from time to time in transactions in the over-the-counter market, in negotiated transactions, or a combination of such methods of sale, at fixed prices which may be changed, at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. The Selling Shareholders may effect such transactions by selling the Shares to or through broker-dealers, and such broker-dealers may receive compensation in the form of discounts, concessions or commissions from the Selling Shareholders and/or the purchasers of the Shares for whom such broker-dealers may act as agents or to whom they sell as principals, or both (which compensation as to a particular broker-dealer might be in excess of customary commissions). See "Plan of Distribution."

The Company will not receive any of the proceeds from the sale of the Shares. The Company has agreed to bear certain expenses in connection with the registration of the Shares being offered and sold by the Selling Shareholders.

The Company's Common Stock is quoted on the Nasdaq National Market under the symbol "NTAP." On April 23, 1997 the average of the high and low price for the Common Stock was \$26.75.

The Selling Shareholders and any broker-dealers or agents that participate with the Selling Shareholders in the distribution of the Shares may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act, and any commissions received by them and any profit on the resale of the Shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is April 30, 1997

No person has been authorized to give any information or to make any representations other than those contained in this Prospectus in connection with the offering made hereby, and if given or made, such information or representations must not be relied upon as having been authorized by the Company, any Selling Shareholder or by any other person. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that information herein is correct as of any time subsequent to the date hereof. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any security other than the securities covered by this Prospectus, nor does it constitute an offer to or solicitation of any person in any jurisdiction in which such offer or solicitation may not lawfully be made.

#### AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements, information statements and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed by the Company may be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the Commission's Regional Offices located at 75 Park Place, New York, New York 10007 and 500 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511. Copies of such material can be obtained by mail from the Public Reference Branch of the Commission at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. The Common Stock of the Company is quoted on the Nasdaq National Market, and such material may also be inspected at the offices of Nasdaq Operations, 1735 K Street N.W. Washington, D.C. 20006. The Commission maintains a World Wide Web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission. The address of the Commission's web site is <http://www.sec.gov>.

The Company has filed with the Commission a registration statement on Form S-3 (herein, together with all amendments and exhibits, referred to as the "Registration Statement") under the Securities Act with respect to the Common Stock offered hereby. This Prospectus does not contain all of the information set forth in the Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. For further information regarding the Company and the Common Stock offered hereby, reference is hereby made to the Registration Statement and to the exhibits and schedules filed therewith. The Registration Statement, including the exhibits and schedules thereto, may be inspected at the public reference facilities maintained by the Commission at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549 and copies of all or any part thereof may be obtained from such office upon payment of the prescribed fees.

#### INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed with the Commission (File No. 0-27130) pursuant to the Exchange Act are incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the fiscal year ended April 30, 1996, filed July 25, 1996, as amended on Form 10-K/A filed on October 29, 1996;
2. The Company's Quarterly Reports on Form 10-Q for the quarters ended July 26, 1996, October 25, 1996 and January 24, 1997;
3. The Company's Current Reports on Form 8-K filed on September 9, 1996 and March 28, 1997, as amended on Form 8-K/A filed on April 16, 1997;
4. Definitive Proxy Statement dated October 1, 1996, filed in connection with the Company's

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1996 Annual Meeting of Shareholders;

5. The description of the Company's Common Stock, no par value per share, contained in its Registration Statement on Form 8-A filed on

November 1, 1995, including any amendment or report filed for the purpose of updating such description; and

6. All reports and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Prospectus and prior to the termination of the offering.

Any statement contained in a document incorporated by reference herein shall be deemed to be incorporated by reference in this Prospectus and to be part hereof from the date of filing of such documents. Any statement modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus. The Company will provide without charge to each person to whom this Prospectus is delivered a copy of any or all of such documents which are incorporated herein by reference (other than exhibits to such documents unless such exhibits are specifically incorporated by reference into the documents that this Prospectus incorporates). Written requests for copies should be directed to Jeffrey R. Allen, Vice President, Finance and Operations and Chief Financial Officer, at the principal executive offices of Network Appliance, Inc., 2770 San Tomas Expressway, Santa Clara, California 95051. The Company's telephone number is (408) 367-3000.

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#### THE COMPANY

The principal executive offices of the Company are located at 2770 San Tomas Expressway, Santa Clara, California 95051. The Company's telephone number is (408) 367-3000.

#### PLAN OF DISTRIBUTION

The Company will receive no proceeds from this offering. The Shares offered hereby may be sold by the Selling Shareholders from time to time in transactions in the over-the-counter market, in negotiated transactions, or a combination of such methods of sale, at fixed prices which may be changed, at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. The Selling Shareholders may effect such transactions by selling the Shares to or through broker-dealers, and such broker-dealers may receive compensation in the form of discounts, concessions or commissions from the Selling Shareholders and/or the purchasers of the Shares for whom such broker-dealers may act as agents or to whom they sell as principals, or both (which compensation as to a particular broker-dealer might be in excess of customary commissions).

In order to comply with the securities laws of certain states, if applicable, the Shares will be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the Shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

The Selling Shareholders and any broker-dealers or agents that participate with the Selling Shareholders in the distribution of the Shares may be deemed to be "underwriters" within the meaning of the Securities Act, and any commissions received by them and any profit on the resale of the Shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the Shares may not simultaneously engage in market making activities with respect to the Common Stock of the Company for a period of two business days prior to the commencement of such distribution. In addition and without limiting the foregoing, each Selling Shareholder will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including, without limitation, Rules 10b-6 and 10b-7, which provisions may limit the timing of purchases and sales of shares of the Company's Common Stock by the Selling Shareholders.

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#### SELLING SHAREHOLDERS

The following table sets forth the number of shares of Common Stock owned by each of the Selling Shareholders. Except as indicated, none of the Selling Shareholders has had a material relationship with the Company within the past three years other than as a result of the ownership of the Shares or other securities of the Company. Because the Selling Shareholders may offer all or some of the Shares which they hold pursuant to the offering contemplated by this Prospectus, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the Shares, no estimate can be given as to the amount of Shares that will be held by the Selling Shareholders after completion of this offering. The Shares offered by this Prospectus may be offered from time to time by the Selling Shareholders named below.

Name of Selling Shareholder	Number of Shares Beneficially Owned	Percent of Outstanding Shares	Number of Shares Registered for Sale Hereby(1)
Peter Danzig	93,222	*	93,222
Len Rand	43,158	*	43,158
Audrey MacLean	25,895	*	25,895
Anawat Chankhunthod	8,631	*	8,631
John Schuster	345	*	345
Grant Goodale	86	*	86
Brian Quirion	345	*	345
Brian Wink	345	*	345
Peter Kent	207	*	207
C. Lexis King	138	*	138
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Total	172,372	*	172,372

\* Represents beneficial ownership of less than 1%.

(1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable in connection with the shares registered for sale hereby by reason of any stock divided, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

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#### LEGAL MATTERS

The validity of the securities offered hereby will be passed upon for the Company by Brobeck, Phleger & Harrison LLP, Palo Alto, California.

#### EXPERTS

The financial statements and the related financial statement schedule incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K/A and Form 10-K, respectively, for the year ended April 30, 1996 have been audited by Deloitte and Touche LLP, independent auditors, as stated in their reports, which are incorporated herein by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

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#### PART II INFORMATION NOT REQUIRED IN PROSPECTUS

#### ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth the costs and expenses, other than underwriting discounts and commissions, payable by the Company in connection

with the sale of Common Stock being registered. All amounts are estimates except the SEC registration fee.

SEC Registration fee	\$ 1,397
Legal fees and expenses	15,000
Accounting fees and expenses	5,000
Miscellaneous	500
	-----
Total	\$ 21,897
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ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 317 of the California Corporations Code authorizes a court to award, or a corporation's Board of Directors to grant, indemnity to directors and officers in terms sufficiently broad to permit indemnification (including reimbursement of expenses incurred) under certain circumstances for liabilities arising under the Securities Act. The Registrant's Restated Articles of Incorporation, as amended and Amended Bylaws provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the California Corporations Code. In addition, the Company has entered into Indemnification Agreements with each of its directors and officers.

ITEM 16. EXHIBITS

- 2.1\* Agreement and Plan of Reorganization.
- 5.1 Opinion of Brobeck, Phleger & Harrison LLP.
- 23.1 Independent Auditors' Consent.
- 23.2 Consent of Brobeck, Phleger & Harrison LLP (included in the Opinion of Counsel filed as Exhibit 5.1 hereto).
- 24.1 Power of Attorney (included on page II-3 of this Registration Statement).

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\* Incorporated by reference to the Registrant's Current Report on Form 8-K filed on March 28, 1997.

ITEM 17. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that (i) and (ii) do not apply if the Registration Statement is on Form S-3 or Form S-8, and the

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information required to be included in a post-effective amendment by (i) and (ii) is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the

termination of the offering.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Santa Clara, State of California, on this 30th day of April, 1997.

NETWORK APPLIANCE, INC.

Dated: April 30, 1997 By /s/ DANIEL J. WARMENHOVEN  
-----  
Daniel J. Warmenhoven  
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Daniel J. Warmenhoven and Jeffrey R. Allen, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated:

SIGNATURES	TITLE	DATE
-----	-----	-----
/s/ DANIEL J. WARMENHOVEN ----- Daniel J. Warmenhoven	President and Chief Executive Officer (Principal Executive Officer)	April 30, 1997

Signatures - -----	Title -----	Date -----
/s/ JEFFRY R. ALLEN ----- Jeffry R. Allen	Vice President, Finance and Operations, Chief Financial Officer (Principal Financial and Accounting Officer)	April 30, 1997
/s/ DONALD T. VALENTINE ----- Donald T. Valentine	Director	April 30, 1997
/s/ CAROL A. BARTZ ----- Carol A. Bartz	Director	April 30, 1997
/s/ MICHAEL R. HALLMAN ----- Michael R. Hallman	Director	April 30, 1997
/s/ KURT R. JAGGERS ----- Kurt R. Jagggers	Director	April 30, 1997
/s/ ROBERT T. WALL ----- Robert T. Wall	Director	April 30, 1997

Index to Exhibits  
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Exhibit Number - -----	Exhibit Title -----
2.1*	Agreement and Plan of Reorganization
5.1	Opinion of Brobeck, Phleger & Harrison LLP
23.1	Independent Auditors' Consent
23.2	Consent of Brobeck, Phleger & Harrison LLP (included in the Opinion of Counsel filed as Exhibit 5.1)
24.1	Power of Attorney (included on page II-3 of this Registration Statement)

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\* Incorporated by reference to the Registrant's Current Report on Form 8-K  
filed on March 28, 1997.



March 17, 1997

Internet Middleware Corporation  
50 Airport Parkway  
San Jose, CA 95110

Ladies and Gentlemen:

We have acted as counsel for Network Appliance, Inc., a California corporation ("Acquiror"), in connection with the merger (the "Merger") of Internet Middleware Corporation, a California corporation ("Target"), with and into Acquiror pursuant to the Agreement and Plan of Reorganization by and between Acquiror and Target, dated as of March 17, 1997 (the "Reorganization Agreement"), and the Agreement of Merger between Acquiror and Target, dated as of March 17, 1997 (the "Merger Agreement"). This opinion is rendered to you pursuant to Section 6.2(c) of the Reorganization Agreement. Capitalized terms used herein and not otherwise defined shall have the same meaning given to such terms in the Reorganization Agreement.

In connection with this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates, including certificates of public officials, and other instruments as we have deemed necessary or advisable for purposes of this opinion, including the Restated Articles of Incorporation and Bylaws of Acquiror and the records of its Board of Directors relating to the Merger. In addition, in connection with the Merger, we have reviewed the Reorganization Agreement, the Merger Agreement and the Shareholder's Agreements between certain Target shareholders and Acquiror.

In such examination and review we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies; and that there are no extrinsic agreements or understandings among the parties to the Reorganization Agreement and the Merger Agreement that would modify or interpret the terms of the Reorganization Agreement and the Merger Agreement or the respective rights or obligations of the parties thereunder. As to any facts material to the opinions hereinafter expressed which we did not independently establish or verify, we have relied without investigation, upon certificates, statements and representations of representatives of Acquiror. During the course of our discussion with such officers and representatives and our review of the documents described above in connection with the preparation of these opinions, no facts were disclosed to us that caused us to conclude that any

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Internet Middleware Corporation  
March 17, 1997

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such certificate, statement or representation is untrue. In making our examination of the documents executed by entities other than Acquiror, we have assumed that each such other entity had the power to enter into and perform all its obligations thereunder and the due authorization, execution and delivery of such documents by each such entity.

The opinions hereinafter expressed are qualified to the extent that (a) the validity or enforceability of any of the agreements, documents or obligations referred to herein may be subject to or affected by applicable bankruptcy, insolvency, reorganization, moratorium or other laws relating to or affecting the rights and remedies of creditors generally, and (b) the enforceability of such agreements, documents or obligations may be limited by general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing, and public policy, whether applied by a court of law or equity. We do not express any opinion

herein as to the availability of any equitable or other specific remedy upon breach of any of the agreements, documents or obligations referred to herein. We render or imply no opinion with respect to compliance with applicable anti-fraud statutes, rules or regulations of applicable state or Federal law.

Based upon and subject to the foregoing, and subject to the further assumptions, limitations, qualifications, and exceptions set forth herein, we are of the opinion that:

1. Acquiror is a corporation duly organized, validly existing and in good standing under the laws of the State of California, has the corporate power and authority to own, operate and lease its properties and carry on its business as now conducted;

2. The authorized capital stock of Acquiror consists of 55,000,000 shares of Common Stock, no par value, and 5,000,000 shares of Preferred Stock, no par value. At the close of business on March 14, 1997, no shares of Preferred Stock were issued and outstanding. At the close of business on March 14, 1997, 15,753,147 shares of Common Stock were issued and outstanding, all of which have been duly authorized and are validly issued, fully paid and nonassessable. On the close of business on March 14, 1997, 2,148,351 shares of Common Stock were subject to issuance upon exercise of outstanding options;

3. Acquiror has full corporate power and authority to execute, deliver, and perform its obligations under the Reorganization Agreement and the Merger Agreement; Acquiror has taken all requisite corporate action to approve and adopt the Reorganization Agreement and the Merger Agreement and to approve and to authorize the carrying out of the transactions contemplated thereunder; and the Reorganization Agreement and the Merger Agreement have been duly executed and delivered by Acquiror and constitute legal, valid and binding obligations of Acquiror; provided that enforceability of the indemnity obligations contained in such agreements may be limited by public policy;

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Internet Middleware Corporation  
March 17, 1997

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4. The approval of the shareholders of Acquiror is not required for the consummation of the transactions contemplated by the Reorganization Agreement and the Merger Agreement; the shares of Acquiror Common Stock to be delivered in exchange for shares of Target Common Stock will, when issued as contemplated by the Reorganization Agreement and the Merger Agreement, be validly issued, fully paid and non-assessable;

5. The execution, delivery and performance of the Reorganization Agreement by Acquiror, the execution and delivery of the Merger Agreement by Acquiror and the carrying out of the transactions contemplated by the Reorganization Agreement and by the Merger Agreement to be carried out by Acquiror did not and will not conflict with or constitute a violation under the charter documents of Acquiror;

6. To our knowledge, no suit, action or legal, administrative, arbitration or other proceeding or governmental investigation is pending or threatened to which Acquiror or any of its assets or properties is a party which seeks to prohibit, restrain or enjoin the transactions contemplated by the Reorganization Agreement or the Merger Agreement;

7. There is no consent, approval, authorization, order, registration, qualification or filing of or with any court or any regulatory authority or other governmental body (either foreign or domestic) required by Acquiror or with respect to its assets or properties or otherwise for the consummation of the transactions contemplated by the Reorganization Agreement and the Merger Agreement that has not been obtained, except for (i) such consents, approvals, authorizations, registration or qualifications as may be required under state securities or Blue Sky laws in connection with the offer and sale of Acquiror Common Stock pursuant to the Merger, and (ii) acceptance for filing of the Merger Agreement together with any appropriate tax clearance certificate by the California Secretary of State. Our opinion herein, however,

is subject to the timely and proper completion of all filings and other actions contemplated above in this paragraph 8 where such filings and actions are to be undertaken on or after the date hereof; and

8. Based in part upon the representations of Target shareholders in shareholder questionnaires, the shares of Acquiror Common Stock to be issued and delivered in exchange for shares of Target Common Stock pursuant to the Reorganization Agreement and the Merger Agreement will, when issued, be exempt from registration under Section 5 of the Securities Act of 1933, as amended (the "Act") pursuant to Section 4(2) of the Act.

Whenever our opinion herein with respect to the existence or absence of facts is indicated to be based upon our knowledge, such expression means that in the course of our representation of Acquiror in connection with the Merger nothing has come to our attention that would give us actual knowledge of the existence or absence of such facts. We have undertaken

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Internet Middleware Corporation  
March 17, 1997

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no independent factual investigation to determine the existence or absence of such facts.

With respect to the opinions set forth in the third and fourth sentences of paragraph (2) as to the number of issued and outstanding shares of Common Stock and to the effect that such shares have been validly issued and are fully paid and nonassessable, and as to the number of shares of Common Stock subject to outstanding options, we have: (i) relied, without independent verification, on a certificate of the transfer agent and registrar of Acquiror ("Transfer Agent") dated as of March 17, 1997 as to the matters set forth therein and (ii) relied, without independent verification, on a certificate of an officer of Acquiror, dated as of March 17, 1997 with respect to certain of the factual matters set forth therein. We note, however, that we have not (x) reviewed Acquiror's stock records, (y) verified procedures used by or obtained records from Acquiror's Transfer Agent, or (z) independently verified that each issued and outstanding share of Common Stock has been fully paid.

This opinion relates solely to the laws of the State of California and applicable Federal laws of the United States, and we express no opinion with respect to the effect or applicability of the laws of other jurisdictions.

The opinions expressed herein are solely for your benefit in connection with the above transactions and may not be relied upon in any manner or for any purpose by any other person.

Sincerely,

BROBECK, PHLEGER & HARRISON LLP

## INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Network Appliance, Inc. on Form S-3 of (1) our report dated July 23, 1996 on the financial statement schedule included in the Annual Report on Form 10-K and (2) our report dated May 10, 1996 (August 16, 1996 as to Note 10), incorporated by reference in the Annual Report on Form 10-K/A of Network Appliance, Inc. for the year ended April 30, 1996. We also consent to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

Deloitte & Touche LLP

San Jose, California  
April 28, 1997