

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

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

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**3060 Olsen Drive**  
**San Jose, California**  
(Address of principal executive offices)

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

**95128**  
(Zip code)

**NetApp, Inc. 2021 Equity Incentive Plan**  
(Full title of the plan)

**George Kurian**  
**Chief Executive Officer**  
**NetApp, Inc.**  
**3060 Olsen Drive**  
**San Jose, California 95128**  
(Name and address of agent for service)

**(408) 822-6000**  
(Telephone number, including area code, of agent for service)

*Copies to:*

**Thomas J. Ivey, Esq.**  
**Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates**  
**525 University Avenue**  
**Palo Alto, California 94304**  
**(650) 470-4500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This registration statement (the “*Registration Statement*”) is being filed by NetApp, Inc. (the “*Registrant*”) for the purpose of registering an additional 3,250,000 shares of Common Stock issuable pursuant to the NetApp, Inc. 2021 Equity Incentive Plan (as amended, the “*2021 Plan*”). This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which registration statements on Form S-8 relating to the 2021 Plan set forth herein are effective.

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registrant’s effective registration statements on Form S-8 with respect to the 2021 Plan filed with the Securities and Exchange Commission (the “*Commission*”) on September 14, 2021 (File No. 333-259520) and September 15, 2023 (File No. 333-274538), as further supplemented by the information set forth below.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in this Part I of Form S-8 will be sent or given to participants in the 2021 Plan in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended (the “*1933 Act*”) and are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the 1933 Act. Such documents, together with the documents incorporated by reference herein pursuant to Item 3 of Part II of this Registration Statement, constitute a prospectus that meets the requirements of Section 10(a) of the 1933 Act, and are available upon written or oral request to: NetApp, Inc., Attn: Chief Legal Officer, 3060 Olsen Drive, San Jose, California 95128, Tel: (408) 822-6000.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission (other than information supplied in a Current Report on Form 8-K that is furnished and not filed and, except as may be noted in any such Form 8-K, exhibits filed on such form that are related to such information):

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended April 26, 2024, filed with the Commission on June 10, 2024, pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “*1934 Act*”);
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarter ended July 26, 2024 and October 25, 2024, filed with the Commission on [August 28, 2024](#) and [November 25, 2024](#), respectively pursuant to Section 13 of the 1934 Act;
- (c) Each of the Registrant’s Current Reports on Form 8-K, filed with the Commission pursuant to Section 13 of the 1934 Act on [May 30, 2024](#), [August 28, 2024](#) and [September 12, 2024](#) (except for any portions of such Current Reports on Form 8-K furnished pursuant to Item 2.02 and/or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission); and
- (d) The Description of Capital Stock of the Registrant contained in [Exhibit 4.6](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended April 26, 2024 (filed with the Commission on June 10, 2024), including any amendments or reports filed for the purpose of updating such descriptions.

All reports and definitive proxy or information statements filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the 1934 Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed (whether before or after the date of this Registration Statement) in accordance with the rules of the Commission shall not be deemed incorporated by

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reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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## Item 8. Exhibits

<u>Exhibit Number</u>	<u>Documents</u>
4.1	<a href="#"><u>Certificate of Incorporation of the Registrant, as amended (incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the Commission on September 13, 2021).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the Commission on November 16, 2023).</u></a>
5.1*	<a href="#"><u>Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP.</u></a>
23.1*	<a href="#"><u>Consent of Deloitte &amp; Touche LLP, Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (contained in Exhibit 5.1 to this Registration Statement).</u></a>
24.1*	<a href="#"><u>Power of Attorney (contained on the signature page of this Registration Statement).</u></a>
99.1	<a href="#"><u>NetApp, Inc. 2021 Equity Incentive Plan, as amended effective September 11, 2024 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on September 12, 2024).</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on November 25, 2024.

### NETAPP, INC.

By: /s/ George Kurian  
George Kurian  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints George Kurian and Michael J. Berry, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 and any and all amendments (including post-effective amendments), and to file the same, with all exhibits thereto, and all 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 or she 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 or her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ George Kurian</u> George Kurian	Chief Executive Officer and Director (Principal Executive Officer and Principal Operating Officer)	November 25, 2024
<u>/s/ Michael J. Berry</u> Michael J. Berry	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 25, 2024
<u>/s/ Daniel De Lorenzo</u> Daniel De Lorenzo	Vice President, Chief Accounting Officer (Principal Accounting Officer)	November 25, 2024
<u>/s/ T. Michael Nevens</u> T. Michael Nevens	Chairman of the Board	November 25, 2024
<u>/s/ Deepak Ahuja</u> Deepak Ahuja	Director	November 25, 2024
<u>/s/ Anders Gustafsson</u> Anders Gustafsson	Director	November 25, 2024
<u>/s/ Gerald Held</u> Gerald Held	Director	November 25, 2024
<u>/s/ Deborah L. Kerr</u> Deborah L. Kerr	Director	November 25, 2024
<u>/s/ Carrie Palin</u> Carrie Palin	Director	November 25, 2024
<u>/s/ Scott F. Schenkel</u> Scott F. Schenkel	Director	November 25, 2024
<u>/s/ June Yang</u> June Yang	Director	November 25, 2024

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

FIRM/AFFILIATE OFFICES

BOSTON  
CHICAGO  
HOUSTON  
LOS ANGELES  
PALO ALTO  
WASHINGTON, D.C.  
WILMINGTON

BEIJING  
BRUSSELS  
FRANKFURT  
HONG KONG  
LONDON  
MUNICH  
PARIS  
SÃO PAULO  
SEOUL  
SHANGHAI  
SINGAPORE  
TOKYO

TORONTO 525 UNIVERSITY AVENUE  
PALO ALTO, CA 94301

TEL: (650) 470-4500  
FAX: (650) 470-4570  
www.skadden.com

November 25, 2024

NetApp, Inc.  
3060 Olsen Drive  
San Jose, CA 95128

Re: NetApp, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to NetApp, Inc., a Delaware corporation (the “Company”), in connection with the registration statement on Form S-8 (together with the exhibits thereto, the “Registration Statement”) to be filed on the date hereof by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933 (the “Securities Act”), relating to the registration of an aggregate of 3,250,000 shares (“Shares”) of common stock of the Company, par value \$0.001 per share (the “Common Stock”), authorized for issuance pursuant to the NetApp, Inc. 2021 Equity Incentive Plan (as amended, the “2021 Plan”).

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations of the Commission promulgated under the Securities Act.

In rendering the opinion stated herein, we have examined and relied upon the following:

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(a) the Registration Statement in the form filed with the Commission on the date hereof;

(b) a copy of the 2021 Plan;

(c) an executed copy of a certificate of Elizabeth O'Callahan, Executive Vice President, Chief Legal Officer, and Secretary of the Company, dated the date hereof (the "Secretary's Certificate");

(d) a copy of the Company's Certificate of Incorporation, as amended and in effect as of the date hereof ("Certificate of Incorporation"), certified by the Secretary of State of the State of Delaware, and certified pursuant to the Secretary's Certificate;

(e) a copy of the Company's Bylaws, as amended and in effect as of the date hereof ("Bylaws"), certified pursuant to the Secretary's Certificate; and

(f) copies of certain resolutions of the Company's Board of Directors (or a committee thereof), relating to the approval of the 2021 Plan, the filing of the Registration Statement and certain related matters, certified pursuant to the Secretary's Certificate.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties.

In rendering the opinion stated herein, we have also assumed that (i) an appropriate account statement evidencing the Shares credited to the recipient's account maintained with the Company's transfer agent has been issued by the Company's transfer agent; (ii) the issuance of the Shares will be properly recorded in the books and records of the Company; (iii) each award agreement under which options, restricted stock, restricted stock units or other awards are granted pursuant to the 2021 Plan will be consistent with such Plan and will be duly authorized, validly executed and delivered by the parties thereto; (iv) the Company will continue to have sufficient authorized shares of Common Stock; (v) the Company's authorized capital stock is as set forth in the Certificate of Incorporation, and we have relied solely on the certified copy thereof issued by the Secretary of State of the State of Delaware and have not made any other inquiries or investigations; and (vi) the issuance of the Shares does not and will not (a) except to the extent expressly stated in the opinions contained herein, violate any statute to which the

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NetApp, Inc.  
November 25, 2024

Company or such issuance is subject, or (b) constitute a violation of, or a breach under, or require the consent or approval of any other person under any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Certificate of Incorporation or the Bylaws although we have assumed compliance with any covenant, restriction or provision with respect to financial ratios or tests or any aspect of the financial condition or results of operations of the Company contained in such instruments). As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate.

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by the Company and, when the Shares are issued to the participants in accordance with the terms and conditions of the 2021 Plan and the applicable award agreement for consideration paid or delivered in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the General Rules and Regulations of the Commission promulgated under the Securities Act. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated June 10, 2024 relating to the financial statements of NetApp, Inc. and the effectiveness of NetApp, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of NetApp, Inc. for the year ended April 26, 2024.

/s/ DELOITTE & TOUCHE LLP

Raleigh, North Carolina  
November 25, 2024

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**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**NetApp, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee <sup>(4)</sup>
Equity	Common Stock, \$0.001 par value per share, reserved for issuance under the 2021 Plan (as defined below)	457(h)	3,250,000 <sup>(3)</sup>	\$120.495	\$391,608,750	0.00015310	\$59,955.30
<b>Total Offering Amounts</b>						\$391,608,750	\$59,955.30
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$59,955.30

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of NetApp, Inc.’s (the “Registrant”) common stock, \$0.001 par value per share (“Common Stock”) that become issuable under the NetApp, Inc. 2021 Equity Incentive Plan (as amended, the “2021 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.
  - (2) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on November 19, 2024, as reported on The Nasdaq Global Select Market.
  - (3) Represents an additional 3,250,000 shares of Common Stock issuable under the 2021 Plan. The Registrant previously filed registration statements on Form S-8 (File Nos. 333-259520 and 333-274538) with respect to shares issuable under the 2021 Plan.
  - (4) The Registrant does not have any fee offsets.
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