

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):

March 7, 2008

NetApp, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-27130

77-0307520

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

495 East Java Drive, Sunnyvale, California

94089

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(408) 822-6000

Network Appliance Inc.

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- [] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

[Top of the Form](#)

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 10, 2008, NetApp, Inc. (the "Company") issued a press release announcing that Tom Georgens has been appointed to the Board of Directors of the Company (the "Board") to fill the newly created vacancy on the Board (see Item 5.03 below). Mr. Georgens has been the Company's President and Chief Operating Officer since January 29, 2008. There are no related party transactions between the Company and Mr. Georgens requiring disclosure under Item 404(a) of Regulation S-K.

The Company also announced that Dan Warmenhoven, the Company's Chief Executive Officer, has been appointed Chairman of the Board and Don Valentine has been appointed as lead independent director. Mr. Warmenhoven has been a member of the Board since October 1994 and Mr. Valentine has been a member of the Board since September 1994.

No arrangements or understandings and no family relationships exist between Messrs. Georgens, Warmenhoven or Valentine and the Company or any director or executive officer of the Company. A copy of the press release is attached as Exhibit 99.1, and the information in Exhibit 99.1 is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 7, 2008, the Board amended the Company's bylaws to increase the number of authorized directors on the Board from ten (10) to eleven (11).

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

3.2 Certificate of Amendment to Bylaws of the Company
99.1 Press Release of NetApp, Inc., dated March 10, 2008

[Top of the Form](#)

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 hereunto duly authorized.

NetApp, Inc.

March 12, 2008

By: */s/ Andrew Kryder*

*Name: Andrew Kryder
Title: Secretary, General Counsel, Senior Vice President,
Legal and Tax*

Exhibit Index

Exhibit No.	Description
3.2 99.1	Certificate of Amendment to Bylaws of the Company Press release of NetApp, Inc., dated March 10, 2008

Exhibit 3.2
CERTIFICATE OF AMENDMENT
TO THE BYLAWS OF
NETAPP, INC.

The undersigned, Andrew Kryder, hereby certifies that he is the duly appointed, qualified, and acting Senior Vice President of Tax and Legal and Secretary of NetApp, Inc., a Delaware corporation (the "Company"), and that on March 7, 2008 pursuant to Article III, Section 1 of the Bylaws of the Company the Board of Directors of the Company amended such Bylaws as set forth below:

I. Increase in the Number of Directors

WHEREAS: The Board deems it advisable and in the best interests of the Company and its stockholders to increase the number of authorized directors on the Board from ten (10) to eleven (11); and

WHEREAS: Article III, Section 1 of the Bylaws of the Company states, in relevant part:

"The number of directors of this corporation that shall constitute the whole Board shall be determined by resolution of the Board of Directors; provided, however, that no decrease in the number of directors shall have the effect of shortening the term of an incumbent director."

NOW, THEREFORE, BE IT RESOLVED: That the number of authorized directors on the Board be, and hereby is, increased from ten (10) to eleven (11)."

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 7th day of March, 2008.

/s/ Andrew Kryder

Signed

Andrew Kryder

Senior Vice President of Tax and Legal and Secretary of NetApp, Inc.

Exhibit 99.1

NetApp Strengthens Board of Directors

Sunnyvale, Calif. — March 10, 2008 — NetApp (NASDAQ: NTAP) today announced that it has expanded its board of directors. NetApp chief executive officer Dan Warmenhoven is the company's new chairman, assuming the position held by Don Valentine since 1994. Valentine remains on the board in the newly created position of lead independent director. In addition, NetApp president and chief operating officer Tom Georgens joins the company's board of directors. Georgens will be the 11th member of the NetApp board. Both Warmenhoven and Georgens will continue to hold their current executive positions within the company. The new board changes are effective immediately.

"I would like to express our appreciation to Don Valentine for his 14 years as chairman of the board of directors and the leadership he provided during that period to help us grow from a small, private company to an industry leader," said Dan Warmenhoven, NetApp chairman and CEO. "Don has been a mentor to me and a tremendous resource for the executive team. I am honored to succeed him as the new chairman and am very pleased that Don will be continuing on the board in the role of lead independent director. I am also excited to announce that Tom Georgens has been elected by the board as a director of the company. In his new role as president and chief operating officer, we are eager to have Tom contribute at the board level. We are clearly building for the future and strengthening our management ranks. This is an exciting time for NetApp."

Warmenhoven Biography

Dan Warmenhoven is the chairman and chief executive officer of NetApp, a leader in enterprise data management and open networked storage solutions. Under Warmenhoven's leadership, NetApp has grown to become a multibillion-dollar company and is a recognized market leader in networked storage—a concept the company pioneered.

Warmenhoven joined NetApp in October 1994 and led the company's initial public offering in November 1995. Today, NetApp is included in both the S&P 500 and NASDAQ 100 indexes and has been ranked as one of *FORTUNE* magazine's 100 Best Companies to Work For in America. In 2007, NetApp also ranked as one of *FORTUNE* magazine's Most Admired Companies and was included on the "400 Best Big Companies in America" list by *Forbes* magazine.

Warmenhoven received an honorary degree from Santa Clara University in June 2007 for his dedication to global business and technology leadership. In 2006, Warmenhoven was named one of the 50 Most Powerful People in Networking by *Network World*. In 2004, he also won the prestigious National Ernst & Young Entrepreneur of the Year award, and in 2001 *BusinessWeek* named Warmenhoven as one of its Top 25 Managers for the year.

Previously, Warmenhoven served as chairman, president, and CEO of Network Equipment Technologies (N.E.T.), a telecommunications manufacturer. He is a veteran of Hewlett-Packard Co. (HP), where he held senior management positions, including general manager of the Information Networks group. Prior to HP, Warmenhoven was a 13-year veteran of IBM Corporation.

Warmenhoven holds a bachelor of science degree in electrical engineering, with honors, from Princeton University.

Valentine Biography

Donald T. Valentine has been a director of the company and chairman of the board of directors since September 1994. Valentine has been a general partner of Sequoia Capital, a venture capital firm, since 1972. He is also the chairman of the board of diCarta, Inc. and serves on the board of directors of Traiana.

Georgens Biography

Tom Georgens is the president and chief operating officer of NetApp and has responsibility for all product operations and field operations worldwide.

Georgens joined NetApp in October 2005 and served as the company's executive vice president of Product Operations from January 2007 until February 2008. Previously he served as NetApp's executive vice president and general manager of Enterprise Storage Systems.

Before joining NetApp, Georgens spent nine years at Engenio, a subsidiary of LSI Logic, the last two years as CEO. He also served in various other positions, including president of LSI Logic Storage Systems and executive vice president of LSI Logic. At Engenio, he built the business into a successful OEM storage provider for companies such as IBM, Sun Microsystems, StorageTek, Silicon Graphics, and NCR.

Prior to Engenio, Georgens spent 11 years at EMC in a variety of engineering and marketing positions.

Georgens holds a bachelor of science degree and a master of engineering degree in computer and systems engineering from Rensselaer Polytechnic Institute as well as a master of business administration degree from Babson College.

About NetApp

NetApp creates innovative storage and data management solutions that help you accelerate business breakthroughs and achieve outstanding cost efficiency. Discover our passion for helping companies around the world go further, faster at NetApp.com.

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