

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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

NETAPP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on September 13, 2013.**

NETAPP, INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: July 24, 2013
Date: September 13, 2013 **Time:** 3:00 p.m. PST
Location: NetApp, Inc.
Corporate Headquarters
495 East Java Drive
Sunnyvale, CA 94089

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

COMPUTERSHARE
C/O NETAPP, INC.
2 NORTH LASALLE STREET, 3RD FLOOR
CHICAGO, IL 60602

MSG2114-P42295

— **Before You Vote** —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before September 1, 2013 to facilitate timely delivery.

— **How To Vote** —
Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors unanimously recommends a vote FOR each of the nominees named in Proposal 1.

1. Election of Directors

Nominees:

- 1a. Daniel J. Warmenhoven
- 1b. Nicholas G. Moore
- 1c. Thomas Georgens
- 1d. Jeffrey R. Allen
- 1e. Alan L. Earhart
- 1f. Gerald Held
- 1g. T. Michael Nevens
- 1h. George T. Shaheen
- 1i. Robert T. Wall
- 1j. Richard P. Wallace
- 1k. Tor R. Braham
- 1l. Kathryn M. Hill

The Board of Directors unanimously recommends a vote FOR each of the following proposals.

- 2. To approve the amendment and restatement of the 1999 Stock Option Plan to (i) increase the share reserve by an additional 10,000,000 shares of common stock; (ii) remove certain limitations regarding the number of shares that may be granted in respect of certain equity awards and instead implement a fungible share provision; (iii) increase the number of shares and performance units that may be granted pursuant to awards under certain equity compensation programs; and (iv) amend the performance criteria that may be used as a basis for establishing performance-based compensation under the 1999 Stock Option Plan.
- 3. To approve an amendment to the Employee Stock Purchase Plan to increase the share reserve by an additional 5,000,000 shares of common stock.
- 4. Advisory vote to approve Named Executive Officer compensation.
- 5a. To approve amendments to Article VI of the Company's Certificate of Incorporation to remove supermajority voting standards.
- 5b. To approve amendments to Article X of the Company's Certificate of Incorporation to remove supermajority voting standards.

The Board of Directors unanimously recommends a vote AGAINST the following proposal.

- 6. To consider a stockholder proposal regarding certain limits on acceleration of executive pay, if properly presented at the Stockholder Meeting.

The Board of Directors unanimously recommends a vote FOR the following proposal.

- 7. To ratify the appointment of Deloitte & Touche LLP as independent auditors of the Company for the fiscal year ending April 25, 2014.



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