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

Form 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended January 28, 2022

or

☐ **TRANSITION QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 000-27130

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

Delaware	**77-0307520**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

3060 Olsen Drive,
San Jose, California 95128
(Address of principal executive offices, including zip code)

(408) 822-6000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, $0.001 Par Value	NTAP	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

As of February 23, 2022, there were 222,536,456 shares of the registrant’s common stock, $0.001 par value, outstanding.

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PART I — FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (Unaudited)

NETAPP, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except par value)
(Unaudited)

	January 28, 2022	April 30, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	$ 4,170	$ 4,529
Short-term investments	31	67
Accounts receivable	799	945
Inventories	167	114
Other current assets	346	346
Total current assets	5,513	6,001
Property and equipment, net	575	525
Goodwill	2,330	2,039
Other intangible assets, net	150	101
Other non-current assets	932	694
Total assets	$ 9,500	$ 9,360
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 432	$ 420
Accrued expenses	807	970
Current portion of long-term debt	250	—
Short-term deferred revenue and financed unearned services revenue	2,063	2,062
Total current liabilities	3,552	3,452
Long-term debt	2,385	2,632
Other long-term liabilities	775	650
Long-term deferred revenue and financed unearned services revenue	1,906	1,941
Total liabilities	8,618	8,675
Commitments and contingencies (Note 15)		
Stockholders' equity:		
Common stock and additional paid-in capital, $0.001 par value; 223 and 222 shares issued and outstanding as of January 28, 2022 and April 30, 2021, respectively	709	504
Retained earnings	214	211
Accumulated other comprehensive loss	(41)	(30)
Total stockholders' equity	882	685
Total liabilities and stockholders' equity	$ 9,500	$ 9,360

See accompanying notes to condensed consolidated financial statements.

NETAPP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share amounts)
(Unaudited)

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
Net revenues:				
Product	$ 846	$ 775	$ 2,390	$ 2,151
Services	768	695	2,248	2,038
Net revenues	1,614	1,470	4,638	4,189
Cost of revenues:				
Cost of product	407	369	1,108	1,045
Cost of services	134	126	399	364
Total cost of revenues	541	495	1,507	1,409
Gross profit	1,073	975	3,131	2,780
Operating expenses:				
Sales and marketing	461	436	1,377	1,297
Research and development	220	215	646	660
General and administrative	65	63	207	191
Restructuring charges	—	—	29	42
Acquisition-related expense	6	3	8	14
Total operating expenses	752	717	2,267	2,204
Income from operations	321	258	864	576
Other expense, net	(15)	(11)	(41)	(50)
Income before income taxes	306	247	823	526
Provision for income taxes	54	65	145	130
Net income	$ 252	$ 182	$ 678	$ 396
Net income per share:				
Basic	$ 1.13	$ 0.82	$ 3.04	$ 1.78
Diluted	$ 1.10	$ 0.80	$ 2.96	$ 1.76
Shares used in net income per share calculations:				
Basic	223	223	223	222
Diluted	229	227	229	225

See accompanying notes to condensed consolidated financial statements.

NETAPP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)
(Unaudited)

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
Net income	$ 252	$ 182	$ 678	$ 396
Other comprehensive income (loss):				
Foreign currency translation adjustments	(3)	1	(11)	10
Unrealized losses on available-for-sale securities:				
Unrealized holding losses arising during the period	—	(1)	(1)	—
Unrealized gains (losses) on cash flow hedges:				
Unrealized holding gains (losses) arising during the period	4	(5)	6	(13)
Reclassification adjustments for (gains) losses included in net income	(4)	3	(5)	11
Other comprehensive income (loss)	(3)	(2)	(11)	8
Comprehensive income	$ 249	$ 180	$ 667	$ 404

See accompanying notes to condensed consolidated financial statements.

NETAPP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Nine Months Ended	
	January 28, 2022	January 29, 2021
Cash flows from operating activities:		
Net income	$ 678	$ 396
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	143	159
Non-cash operating lease cost	40	38
Stock-based compensation	179	149
Deferred income taxes	(66)	(1)
Other items, net	(35)	35
Changes in assets and liabilities, net of acquisitions of businesses:		
Accounts receivable	137	208
Inventories	(53)	39
Other operating assets	—	(35)
Accounts payable	10	(92)
Accrued expenses	(207)	(61)
Deferred revenue and financed unearned services revenue	46	10
Long-term taxes payable	(66)	(51)
Other operating liabilities	(6)	(20)
Net cash provided by operating activities	800	774
Cash flows from investing activities:		
Purchases of investments	(7)	(4)
Maturities, sales and collections of investments	43	144
Purchases of property and equipment	(158)	(124)
Proceeds from sale of properties	—	6
Acquisitions of businesses, net of cash acquired	(359)	(350)
Other investing activities, net	—	8
Net cash used in investing activities	(481)	(320)
Cash flows from financing activities:		
Proceeds from issuance of common stock under employee stock award plans	105	92
Payments for taxes related to net share settlement of stock awards	(69)	(38)
Repurchase of common stock	(350)	(50)
Repayments of commercial paper notes, original maturities of three months or less, net	—	(420)
Issuance of debt, net of issuance costs	—	2,057
Repayments and extinguishment of debt	—	(689)
Dividends paid	(335)	(321)
Other financing activities, net	(2)	(7)
Net cash (used in) provided by financing activities	(651)	624
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(26)	70
Net change in cash, cash equivalents and restricted cash	(358)	1,148
Cash, cash equivalents and restricted cash:		
Beginning of period	4,535	2,666
End of period	$ 4,177	$ 3,814

See accompanying notes to condensed consolidated financial statements.

NETAPP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In millions, except per share amounts)
(Unaudited)

	Three Months Ended January 28, 2022				
	Common Stock and Additional Paid-in Capital		Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount			
Balances, October 29, 2021	223	$ 603	$ 194	$ (38)	$ 759
Net income	—	—	252	—	252
Other comprehensive loss	—	—	—	(3)	(3)
Issuance of common stock under employee stock award plans, net of taxes	1	46	—	—	46
Repurchase of common stock	(1)	(4)	(121)	—	(125)
Stock-based compensation	—	64	—	—	64
Cash dividends declared ($0.50 per common share)	—	—	(111)	—	(111)
Balances, January 28, 2022	223	$ 709	$ 214	$ (41)	$ 882

	Three Months Ended January 29, 2021				
	Common Stock and Additional Paid-in Capital		Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount			
Balances, October 30, 2020	222	$ 372	$ 30	$ (32)	$ 370
Net income	—	—	182	—	182
Other comprehensive loss	—	—	—	(2)	(2)
Issuance of common stock under employee stock award plans, net of taxes	2	39	—	—	39
Repurchase of common stock	(1)	(1)	(49)	—	(50)
Stock-based compensation	—	46	—	—	46
Cash dividends declared ($0.48 per common share)	—	—	(107)	—	(107)
Balances, January 29, 2021	223	$ 456	$ 56	$ (34)	$ 478

See accompanying notes to condensed consolidated financial statements.

NETAPP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In millions, except per share amounts)
(Unaudited)

	Nine Months Ended January 28, 2022				
	Common Stock and Additional Paid-in Capital		Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount			
Balances, April 30, 2021	222	$ 504	$ 211	$ (30)	$ 685
Net income	—	—	678	—	678
Other comprehensive loss	—	—	—	(11)	(11)
Issuance of common stock under employee stock award plans, net of taxes	5	36	—	—	36
Repurchase of common stock	(4)	(10)	(340)	—	(350)
Stock-based compensation	—	179	—	—	179
Cash dividends declared ($1.50 per common share)	—	—	(335)	—	(335)
Balances, January 28, 2022	223	$ 709	$ 214	$ (41)	$ 882

	Nine Months Ended January 29, 2021				
	Common Stock and Additional Paid-in Capital		Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount			
Balances, April 24, 2020	219	$ 284	$ —	$ (42)	$ 242
Net income	—	—	396	—	396
Other comprehensive income	—	—	—	8	8
Issuance of common stock under employee stock award plans, net of taxes	5	54	—	—	54
Repurchase of common stock	(1)	(1)	(49)	—	(50)
Stock-based compensation	—	149	—	—	149
Cash dividends declared ($1.44 per common share)	—	(30)	(291)	—	(321)
Balances, January 29, 2021	223	$ 456	$ 56	$ (34)	$ 478

See accompanying notes to condensed consolidated financial statements.

1. Description of Business and Significant Accounting Policies

NetApp, Inc. (we, us, or the Company) is a global cloud-led, data-centric software company that provides organizations the ability to manage and share their data across on-premises, private and public clouds. We provide a full range of enterprise-class software, systems and services solutions that customers use to modernize their infrastructures, build next generation data centers and harness the power of hybrid clouds.

Basis of Presentation and Preparation

Our fiscal year is reported on a 52- or 53-week year ending on the last Friday in April. An additional week is included in the first fiscal quarter approximately every six years to realign fiscal months with calendar months. Fiscal year 2022, ending on April 29, 2022, is a 52-week year, with 13 weeks in each of its quarters. Fiscal year 2021, ended on April 30, 2021 was a 53-week year, with 14 weeks included in its first quarter and 13 weeks in each subsequent quarter.

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company, and reflect all adjustments, consisting only of normal recurring adjustments, that are, in the opinion of management, necessary for the fair presentation of our financial position, results of operations, comprehensive income, cash flows and stockholders’ equity for the interim periods presented. The statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information. Accordingly, these statements do not include all information and footnotes required by GAAP for annual consolidated financial statements, and should be read in conjunction with our audited consolidated financial statements as of and for the fiscal year ended April 30, 2021 contained in our Annual Report on Form 10-K. The results of operations for the three and nine months ended January 28, 2022 are not necessarily indicative of the operating results to be expected for the full fiscal year or future operating periods.

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Such estimates include, but are not limited to, revenue recognition, reserves and allowances; inventory valuation; valuation of goodwill and intangibles; restructuring reserves; product warranties; employee compensation and benefit accruals; stock-based compensation; loss contingencies; investment impairments; income taxes and fair value measurements. Actual results could differ materially from those estimates. Management’s estimates include, as applicable, the anticipated impacts of the COVID-19 pandemic.

Segment Change

Effective July 30, 2021, our Chief Operating Decision Maker, who is our Chief Executive Officer, realigned internal reporting and began using financial information for components of our business, organized based on category of product/solution, to evaluate performance and allocate resources. This resulted in the creation of two operating segments and two reportable segments for financial reporting purposes: Public Cloud and Hybrid Cloud.

Public Cloud

NetApp's Public Cloud segment offers a portfolio of products delivered primarily as-a-service, including related support, and made available on the world’s leading clouds. This portfolio includes storage services, cloud automation and optimization services, and cloud infrastructure monitoring services. Public Cloud includes certain reseller arrangements in which the timing of our consideration follows the end user consumption of the reseller services.

Hybrid Cloud

NetApp’s Hybrid Cloud segment offers a portfolio of storage and data management solutions that help customers build and integrate on-premises and private cloud environments. This portfolio is designed to operate with public clouds to unlock the potential of hybrid, multi-cloud operations. Hybrid Cloud is composed of software, hardware, and related support, as well as professional and other services.

2. Recent Accounting Pronouncements

In October 2021, the FASB amended certain Topic 805, *Business Combinations*, guidance to require customer contract assets and liabilities to be recognized consistent with ASC 606 as if the acquiring company had originally executed the acquired company's customer contracts. We early-adopted this guidance in our third quarter of fiscal 2022. The adoption of this update did not have a material impact on our condensed consolidated financial statements.

3. Business Combinations

Fiscal 2022 Acquisitions

CloudCheckr Inc. Acquisition

On November 5, 2021, we acquired all the outstanding shares of privately-held CloudCheckr Inc., ("CloudCheckr") for approximately $347 million in cash. CloudCheckr is a leading cloud optimization platform that provides cloud visibility and insights to lower costs, maintain security and compliance, and optimize cloud resources.

The preliminary acquisition-date fair values of the assets acquired and liabilities assumed are as follows (in millions):

		Amount
Cash	$	2
Intangible assets		76
Goodwill		280
Other assets		6
Total assets acquired		364
Liabilities assumed		(17)
Total purchase price	$	347

The components of the intangible assets acquired were as follows (in millions, except useful life):

		Amount	Estimated useful life (years)
Developed technology	$	45	5
Customer contracts/relationships		30	5
Trade name		1	3
Total intangible assets	$	76	

Data Mechanics Inc. Acquisition

On June 18, 2021, we acquired all the outstanding shares of privately-held Data Mechanics Inc., a provider of managed platforms for big data processing and cloud analytics headquartered in Paris, France, for approximately $15 million in cash.

The preliminary acquisition-date fair values of the assets acquired and liabilities assumed are as follows (in millions):

		Amount
Cash	$	1
Developed technology		5
Goodwill		11
Total assets acquired		17
Liabilities assumed		(2)
Total purchase price	$	15

The acquired assets and assumed liabilities of Data Mechanics and CloudCheckr were recorded at their estimated fair values. We determined the preliminary estimated fair values with the assistance of valuations and appraisals performed by third party specialists and estimates made by management. We expect to realize incremental revenue by offering continuous cost optimization and managed services from our existing capabilities to help customers improve their cloud resources and realize the benefits of cloud faster and at scale. We also anticipate opportunities for growth through the ability to leverage additional future products and capabilities. These factors, among others, contributed to a purchase price in excess of the estimated fair value of their identifiable net assets acquired, and as a result, we have recorded goodwill in connection with both of these acquisitions. The goodwill is not deductible for income tax purposes.

The results of operations related to the acquisitions of Data Mechanics and CloudCheckr have been included in our condensed consolidated statements of income from their respective acquisition dates. Pro forma results of operations have not been presented because the impact from these acquisitions was not material to our consolidated results of operations.

Fiscal 2021 Acquisitions

Cloud Jumper Corporation Acquisition

On April 28, 2020, we acquired all the outstanding shares of privately-held Cloud Jumper Corporation ("Cloud Jumper"), a provider of virtual desktop infrastructure and remote desktop services solutions based in North Carolina, for $34 million in cash.

The acquisition date fair values of the assets acquired and liabilities assumed were as follows (in millions):

	Amount
Developed technology	$ 16
Customer contracts/relationships	6
Goodwill	12
Other assets	1
Total assets acquired	35
Liabilities assumed	(1)
Total purchase price	$ 34

Spot, Inc. Acquisition

On July 9, 2020, we acquired all the outstanding shares of privately-held Spot, Inc. ("Spot"), a provider of compute management cost optimization services on the public clouds based in Israel, for $340 million in cash.

The acquisition date fair values of the assets acquired and liabilities assumed were as follows (in millions):

	Amount
Cash	$ 24
Intangible assets	84
Goodwill	249
Other assets	6
Total assets acquired	363
Liabilities assumed	(23)
Total purchase price	$ 340

The components of the Spot intangible assets acquired were as follows (in millions, except useful life):

	Amount	Estimated useful life (years)
Developed technology	$ 53	5
Customer contracts/relationships	28	5
Trade name	3	3
Total intangible assets	$ 84	

The acquired assets and assumed liabilities of Spot and Cloud Jumper were recorded at their estimated fair values. We determined the estimated fair values with the assistance of valuations and appraisals performed by third party specialists and estimates made by management. We expect to realize revenue synergies, leverage and expand the existing Spot and Cloud Jumper sales channels and product development resources, and utilize their existing workforces. We also anticipate opportunities for growth through the ability to leverage additional future products and capabilities. These factors, among others, contributed to a purchase price in excess of the estimated fair value of their identifiable net assets acquired, and as a result, we have recorded goodwill in connection with both of these acquisitions. The goodwill is not deductible for income tax purposes.

The results of operations related to the acquisitions of Spot and Cloud Jumper have been included in our consolidated statements of income from their respective acquisition dates. Pro forma results of operations have not been presented because the impact from these acquisitions was not material to our consolidated results of operations.

4. Goodwill and Purchased Intangible Assets, Net

Goodwill activity is summarized as follows (in millions):

	Amount
Balance as of April 30, 2021	$ 2,039
Additions	291
Balance as of January 28, 2022	$ 2,330

Beginning with the first quarter of fiscal 2022, the Company has two reportable segments: Public Cloud and Hybrid Cloud. As a result, goodwill was allocated to the segments using a relative fair value approach. Goodwill additions of $291 million related to the acquisition of CloudCheckr and Data Mechanics have been allocated to our Public Cloud segment.

Goodwill by reportable segment as of January 28, 2022 is as follows (in millions):

	Amount
Public Cloud	$ 616
Hybrid Cloud	1,714
Total goodwill	$ 2,330

As a result of the realignment, the Company performed an interim quantitative goodwill impairment test for its reporting units as of July 30, 2021, which did not result in any goodwill impairment charges. The Company will continue to evaluate the recoverability of goodwill on an annual basis in the fourth fiscal quarter and whenever events or changes in circumstances indicate there may be a potential impairment.

Purchased intangible assets, net are summarized below (in millions):

	January 28, 2022			April 30, 2021		
	Gross Assets	Accumulated Amortization	Net Assets	Gross Assets	Accumulated Amortization	Net Assets
Developed technology	$ 151	$ (56)	$ 95	$ 215	$ (147)	$ 68
Customer contracts/relationships	68	(15)	53	38	(8)	30
Other purchased intangibles	4	(2)	2	3	—	3
Total purchased intangible assets	$ 223	$ (73)	$ 150	$ 256	$ (155)	$ 101

During fiscal 2022, we retired approximately $114 million of fully amortized developed technology intangible assets.

Amortization expense for purchased intangible assets is summarized below (in millions):

	Three Months Ended		Nine Months Ended		Statements of Income Classification
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021	
Developed technology	$ 9	$ 12	$ 23	$ 34	Cost of revenues
Customer contracts/relationships	4	3	7	6	Operating expenses
Other purchased intangibles	—	—	2	—	Operating expenses
Total	$ 13	$ 15	$ 32	$ 40	

As of January 28, 2022, future amortization expense related to purchased intangible assets is as follows (in millions):

Fiscal Year	Amount
2022 (remainder)	$ 14
2023	45
2024	34
2025	35
2026	18
2027	4
Total	$ 150

5. Supplemental Financial Information

Cash, cash equivalents and restricted cash (in millions):

The following table presents cash and cash equivalents as reported in our condensed consolidated balance sheets, as well as the sum of cash, cash equivalents and restricted cash as reported on our condensed consolidated statements of cash flows:

	January 28, 2022	April 30, 2021
Cash and cash equivalents	$ 4,170	$ 4,529
Restricted cash	7	6
Cash, cash equivalents and restricted cash	$ 4,177	$ 4,535

Inventories (in millions):

	January 28, 2022	April 30, 2021
Purchased components	$ 97	$ 22
Finished goods	70	92
Inventories	$ 167	$ 114

Property and equipment, net (in millions):

	January 28, 2022	April 30, 2021
Land	$ 46	$ 46
Buildings and improvements	352	356
Leasehold improvements	77	83
Computer, production, engineering and other equipment	903	869
Computer software	310	305
Furniture and fixtures	77	93
Construction-in-progress	88	46
	1,853	1,798
Accumulated depreciation and amortization	(1,278)	(1,273)
Property and equipment, net	$ 575	$ 525

Other non-current assets (in millions):

	January 28, 2022	April 30, 2021
Deferred tax assets	$ 272	$ 219
Operating lease ROU assets	308	114
Other assets	352	361
Other non-current assets	$ 932	$ 694

Other non-current assets as of January 28, 2022 and April 30, 2021 include $75 million and $71 million, respectively, for our 49% non-controlling equity interest in Lenovo NetApp Technology Limited, a China-based entity that we formed with Lenovo (Beijing) Information Technology Ltd. in fiscal 2019.

Accrued expenses (in millions):

	January 28, 2022	April 30, 2021
Accrued compensation and benefits	$ 355	$ 505
Product warranty liabilities	17	21
Operating lease liabilities	48	49
Other current liabilities	387	395
Accrued expenses	$ 807	$ 970

Product warranty liabilities:

Equipment and software systems sales include a standard product warranty. Estimated future hardware and software warranty costs are recorded as a cost of product revenues at the time of product shipment, based on historical and projected warranty claim rates, historical and projected cost-per-claim and knowledge of specific product failures that are outside our typical experience.

The following tables summarize the activity related to product warranty liabilities and their balances as reported in our condensed consolidated balance sheets (in millions):

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
Balance at beginning of period	$ 28	$ 35	$ 32	$ 41
Expense accrued during the period	1	5	7	10
Warranty costs incurred	(4)	(6)	(14)	(17)
Balance at end of period	$ 25	$ 34	$ 25	$ 34

	January 28, 2022	April 30, 2021
Accrued expenses	$ 17	$ 21
Other long-term liabilities	8	11
Total warranty liabilities	$ 25	$ 32

Warranty expense recognized during the period includes amounts accrued for systems at the time of shipment, adjustments for changes in estimated costs for warranties on systems shipped in the period and changes in estimated costs for warranties on systems shipped in prior periods.

Other long-term liabilities (in millions):

	January 28, 2022	April 30, 2021
Liability for uncertain tax positions	$ 110	$ 127
Income taxes payable	303	351
Product warranty liabilities	8	11
Operating lease liabilities	269	71
Other liabilities	85	90
Other long-term liabilities	$ 775	$ 650

Deferred revenue and financed unearned services revenue

The following table summarizes the components of our deferred revenue and financed unearned services balance as reported in our condensed consolidated balance sheets (in millions):

	January 28, 2022	April 30, 2021
Deferred product revenue	$ 49	$ 59
Deferred services revenue	3,857	3,873
Financed unearned services revenue	63	71
Total	$ 3,969	$ 4,003
Reported as:		
Short-term	$ 2,063	$ 2,062
Long-term	1,906	1,941
Total	$ 3,969	$ 4,003

Deferred product revenue represents unrecognized revenue related to undelivered product commitments and other product deliveries that have not met all revenue recognition criteria. Deferred services revenue represents customer payments made in advance for services, which include software and hardware support contracts, Public Cloud, and other services. Financed unearned services revenue represents undelivered services for which cash has been received under certain third-party financing arrangements. See Note 15 – Commitments and Contingencies for additional information related to these arrangements.

During the nine months ended January 28, 2022 and January 29, 2021, we recognized revenue of $1,647 million and $1,687 million, respectively, that was included in the deferred revenue and financed unearned services revenue balance at the beginning of the respective periods.

As of January 28, 2022, the aggregate amount of the transaction price allocated to the remaining performance obligations related to customer contracts that are unsatisfied or partially unsatisfied approximated our deferred revenue and unearned services revenue balance. Because customer orders are typically placed on an as-needed basis, and cancellable without penalty prior to shipment, orders in backlog may not be a meaningful indicator of future revenue and have not been included in this amount. We expect to recognize as revenue approximately 52% of our deferred revenue and financed unearned services revenue balance in the next 12 months, approximately 23% in the next 13 to 24 months, and the remainder thereafter.

Deferred commissions

The following table summarizes deferred commissions balances as reported in our condensed consolidated balance sheets (in millions):

	January 28, 2022	April 30, 2021
Other current assets	$ 85	$ 86
Other non-current assets	117	111
Total deferred commissions	$ 202	$ 197

Other expense, net (in millions):

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
Interest income	$ 2	$ 2	$ 5	$ 7
Interest expense	(19)	(19)	(55)	(55)
Other income (expense), net	2	6	9	(2)
Total other expense, net	$ (15)	$ (11)	$ (41)	$ (50)

Statements of cash flows additional information (in millions):

Supplemental cash flow information related to our operating leases is included in Note 8 — Leases. Non-cash investing activities and other supplemental cash flow information are presented below:

	Nine Months Ended	
	January 28, 2022	January 29, 2021
Non-cash Investing Activities:		
Capital expenditures incurred but not paid	$ 24	$ 11
Supplemental Cash Flow Information:		
Income taxes paid, net of refunds	$ 318	$ 309
Interest paid	$ 61	$ 51

6. Financial Instruments and Fair Value Measurements

The accounting guidance for fair value measurements provides a framework for measuring fair value on either a recurring or nonrecurring basis, whereby the inputs used in valuation techniques are assigned a hierarchical level. The following are the three levels of inputs to measure fair value:

Level 1: Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: Inputs that reflect quoted prices for identical assets or liabilities in less active markets; quoted prices for similar assets or liabilities in active markets; benchmark yields, reported trades, broker/dealer quotes, inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Unobservable inputs that reflect our own assumptions incorporated in valuation techniques used to measure fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

We consider an active market to be one in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis, and consider an inactive market to be one in which there are infrequent or few transactions for the asset or liability, the prices are not current, or price quotations vary substantially either over time or among market makers. Where appropriate, our own or the counterparty's non-performance risk is considered in measuring the fair values of liabilities and assets, respectively.

Investments

The following is a summary of our investments at their cost or amortized cost for the periods ended January 28, 2022 and April 30, 2021 (in millions):

	January 28, 2022	April 30, 2021
Corporate bonds	$ 24	$ 58
U.S. Treasury and government debt securities	7	8
Certificates of deposit	59	61
Mutual funds	39	40
Total debt and equity securities	$ 129	$ 167

The fair value of our investments approximates their cost or amortized cost for both periods presented. Investments in mutual funds relate to the non-qualified deferred compensation plan offered to certain employees.

The following table presents the contractual maturities of our debt investments as of January 28, 2022 (in millions):

	Amount
Due in one year or less	$ 90
Due after one year through five years	—
	$ 90

Actual maturities may differ from the contractual maturities because borrowers may have the right to call or prepay certain obligations.

Fair Value of Financial Instruments

The following table summarizes our financial assets and liabilities measured at fair value on a recurring basis (in millions):

	January 28, 2022		
		Fair Value Measurements at Reporting Date Using	
	Total	Level 1	Level 2
Cash	$ 4,111	$ 4,111	$ —
Corporate bonds	24	—	24
U.S. Treasury and government debt securities	7	3	4
Certificates of deposit	59	—	59
Total cash, cash equivalents and short-term investments	$ 4,201	$ 4,114	$ 87
Other items:			
Mutual funds (1)	$ 7	$ 7	$ —
Mutual funds (2)	$ 32	$ 32	$ —
Foreign currency exchange contracts assets (1)	$ 3	$ —	$ 3
Foreign currency exchange contracts liabilities (3)	$ (7)	$ —	$ (7)

	April 30, 2021		
		Fair Value Measurements at Reporting Date Using	
	Total	Level 1	Level 2
Cash	$ 4,468	$ 4,468	$ —
Corporate bonds	59	—	59
U.S. Treasury and government debt securities	8	4	4
Certificates of deposit	61	—	61
Total cash, cash equivalents and short-term investments	$ 4,596	$ 4,472	$ 124
Other items:			
Mutual funds [1]	$ 8	$ 8	$ —
Mutual funds [2]	$ 32	$ 32	$ —
Foreign currency exchange contracts assets [1]	$ 9	$ —	$ 9
Foreign currency exchange contracts liabilities [3]	$ (1)	$ —	$ (1)

(1) Reported as other current assets in the condensed consolidated balance sheets
(2) Reported as other non-current assets in the condensed consolidated balance sheets
(3) Reported as accrued expenses in the condensed consolidated balance sheets

Our Level 2 debt instruments are held by a custodian who prices some of the investments using standard inputs in various asset price models or obtains investment prices from third-party pricing providers that incorporate standard inputs in various asset price models. These pricing providers utilize the most recent observable market information in pricing these securities or, if specific prices are not available for these securities, use other observable inputs like market transactions involving identical or comparable securities. We review Level 2 inputs and fair value for reasonableness and the values may be further validated by comparison to multiple independent pricing sources. In addition, we review third-party pricing provider models, key inputs and assumptions and understand the pricing processes at our third-party providers in determining the overall reasonableness of the fair value of our Level 2 debt instruments. As of January 28, 2022 and April 30, 2021, we have not made any adjustments to the prices obtained from our third-party pricing providers.

Fair Value of Debt

As of January 28, 2022 and April 30, 2021, the fair value of our long-term debt was approximately $2,648 million and $2,736 million, respectively. The fair value of our long-term debt was based on observable market prices in a less active market. All of our debt obligations are categorized as Level 2 instruments.

7. Financing Arrangements

Long-Term Debt

The following table summarizes information relating to our long-term debt, which we collectively refer to as our Senior Notes (in millions, except interest rates):

	Effective Interest Rate	January 28, 2022	April 30, 2021
3.25% Senior Notes Due December 2022	3.43%	$ 250	$ 250
3.30% Senior Notes Due September 2024	3.42%	400	400
1.875% Senior Notes Due June 2025	2.03%	750	750
2.375% Senior Notes Due June 2027	2.51%	550	550
2.70% Senior Notes Due June 2030	2.81%	700	700
Total principal amount		2,650	2,650
Unamortized discount and issuance costs		(15)	(18)
Total senior notes		2,635	2,632
Less: Current portion of long-term debt		(250)	—
Total long-term debt		$ 2,385	$ 2,632

Senior Notes

Our $750 million aggregate principal amount of 1.875% Senior Notes due 2025, $550 million aggregate principal amount of 2.375% Senior Notes due 2027 and $700 million aggregate principal amount of 2.70% Senior Notes due 2030, were issued in June 2020. Interest on these Senior Notes is payable semi-annually in June and December.

Our 3.30% Senior Notes, with a principal amount of $400 million, were issued in September 2017 with interest paid semi-annually in March and September. Our 3.25% Senior Notes, with a principal amount of $250 million, were issued in December 2012 with interest paid semi-annually in June and December.

Our Senior Notes, which are unsecured, unsubordinated obligations, rank equally in right of payment with any existing and future senior unsecured indebtedness.

We may redeem the Senior Notes in whole or in part, at any time at our option at specified redemption prices. In addition, upon the occurrence of certain change of control triggering events, we may be required to repurchase the Senior Notes under specified terms. The Senior Notes also include covenants that limit our ability to incur debt secured by liens on assets or on shares of stock or indebtedness of our subsidiaries; to engage in certain sale and lease-back transactions; and to consolidate, merge or sell all or substantially all of our assets. As of January 28, 2022, we were in compliance with all covenants associated with the Senior Notes.

As of January 28, 2022, our aggregate future principal debt maturities are as follows (in millions):

Fiscal Year		Amount
2022 (remainder)	$	—
2023		250
2024		—
2025		400
2026		750
Thereafter		1,250
Total	$	2,650

Commercial Paper Program and Credit Facility

We have a commercial paper program (the Program), under which we may issue unsecured commercial paper notes. Amounts available under the Program, as amended in July 2017, may be borrowed, repaid and re-borrowed, with the aggregate face or principal amount of the notes outstanding under the Program at any time not to exceed $1.0 billion. The maturities of the notes can vary, but may not exceed 397 days from the date of issue. The notes are sold under customary terms in the commercial paper market and may be issued at a discount from par or, alternatively, may be sold at par and bear interest at rates dictated by market conditions at the time of their issuance. The proceeds from the issuance of the notes are used for general corporate purposes. There were no commercial paper notes outstanding as of January 28, 2022 or April 30, 2021. During the first nine months of fiscal 2021, we received proceeds of $75 million from the issuance, and made repayments of $176 million for the settlement, of commercial paper notes with original maturities greater than three months.

In connection with the Program, we have a senior unsecured credit agreement with a syndicated group of lenders. The credit agreement, which was amended on January 22, 2021, provides for a $1.0 billion revolving unsecured credit facility, with a sublimit of $50 million available for the issuance of letters of credit on our behalf. The credit facility matures on January 22, 2026, with an option for us to extend the maturity date for two additional 1-year periods, subject to certain conditions. The proceeds of the loans may be used by us for general corporate purposes and as liquidity support for our existing commercial paper program. As of January 28, 2022, we were compliant with all associated covenants in the agreement. No amounts were drawn against this credit facility during any of the periods presented.

8. Leases

We lease real estate, equipment and automobiles in the U.S. and internationally. Our real estate leases, which are responsible for the majority of our aggregate ROU asset and liability balances, include leases for office space, data centers and other facilities, and as of January 28, 2022, have remaining lease terms not exceeding 20 years. Some of these leases contain options that allow us to extend or terminate the lease agreement. Our equipment leases are primarily for servers and networking equipment and as of January 28, 2022, have remaining lease terms not exceeding 4 years. As of January 28, 2022, our automobile leases have remaining lease terms not exceeding 4 years. All our leases are classified as operating leases except for certain immaterial equipment finance leases.

In June 2020, we entered into a build-to-suit lease agreement for an office building located in Wichita, Kansas, with future undiscounted payments of approximately $67 million. Because the Company did not control the underlying asset during the construction period, the Company was not considered the owner of the asset under construction for accounting purposes. The initial term of the lease is twenty years with options to renew the lease during the lease term. The lease commenced during the third quarter of fiscal 2022.

In April 2021, we entered into a lease for our new corporate headquarters located in San Jose, California, which is comprised of approximately three hundred thousand square feet of office space and requires future minimum undiscounted payments of approximately $180 million over the initial 11-year lease term. The lease agreement also provides us two successive renewal options, each for five years. The lease commenced during the first quarter of fiscal 2022.

The components of lease cost related to our operating leases were as follows (in millions):

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
Operating lease cost	$ 15	$ 13	$ 46	$ 41
Variable lease cost	3	3	11	8
Total lease cost	$ 18	$ 16	$ 57	$ 49

Variable lease cost is primarily attributable to amounts paid to lessors for common area maintenance and utility charges under our real estate leases.

The supplemental cash flow information related to our operating leases is as follows (in millions):

	Nine Months Ended	
	January 28, 2022	January 29, 2021
Cash paid for amounts included in the measurement of operating lease liabilities	$ 41	$ 43
Right-of-use assets obtained in exchange for new operating lease obligations	$ 236	$ 19

The supplemental balance sheet information related to our operating leases is as follows (in millions, except lease term and discount rate):

	January 28, 2022	April 30, 2021
Other non-current assets	$ 308	$ 114
Total operating lease ROU assets	$ 308	$ 114
Accrued expenses	$ 48	$ 49
Other long-term liabilities	269	71
Total operating lease liabilities	$ 317	$ 120
Weighted Average Remaining Lease Term	9.7 years	3.4 years
Weighted Average Discount Rate	2.8 %	2.9 %

Future minimum operating lease payments as of January 28, 2022, are as follows (in millions):

Fiscal Year	Operating Leases
2022 (remainder)	$ 15
2023	53
2024	46
2025	37
2026	33
Thereafter	182
Total lease payments	366
Less: Interest	(49)
Total	$ 317

9. Stockholders' Equity

Equity Incentive Awards

As of January 28, 2022, we have certain equity incentive awards outstanding, which include stock options and restricted stock units (RSUs), including time-based RSUs and performance-based RSUs (PBRSUs). Also outstanding are purchase rights under our Employee Stock Purchase Plan (ESPP).

Stock Options

Less than 1 million options were outstanding as of January 28, 2022 and April 30, 2021.

Information related to our stock options is summarized below (in millions):

	Nine Months Ended	
	January 28, 2022	January 29, 2021
Intrinsic value of exercises	$ 13	$ 4
Proceeds received from exercises	$ 1	$ 2
Fair value of options vested	$ 4	$ 4

Restricted Stock Units

In the nine months ended January 28, 2022, we granted PBRSUs to certain of our executives. Each PBRSUs has performance-based vesting criteria, in addition to the service-based vesting criteria, such that the PBRSUs cliff-vest at the end of an approximate one, two or three year performance period, which began on the date specified in the grant agreements and typically ends on the last day of the first, second or third fiscal year, respectively, following the grant date. The number of shares of common stock that will be issued to settle most of these PBRSUs at the end of the performance and service period will range from 0% to 200% of a target number of shares originally granted. For most of the PBRSUs granted in the nine months ended January 28, 2022, the number of shares issued will depend upon our Total Stockholder Return (TSR) as compared to the TSR of a specified group of benchmark peer companies (each expressed as a growth rate percentage) calculated as of the end of the performance period. The fair values of these TSR performance-based awards were fixed at grant date using a Monte Carlo simulation model. The aggregate grant date fair value of all PBRSUs granted in the current year was $43 million, which is being recognized to compensation expense over the remaining performance / service periods.

The following table summarizes information related to our RSUs, including PBRSUs, (in millions, except fair value):

	Number of Shares	Weighted-Average Grant Date Fair Value
Outstanding as of April 30, 2021	9	$ 47.75
Granted	5	$ 79.41
Vested	(3)	$ 48.50
Forfeited	(1)	$ 57.03
Outstanding as of January 28, 2022	10	$ 62.30

We primarily use the net share settlement approach upon vesting, where a portion of the shares are withheld as settlement of employee withholding taxes, which decreases the shares issued to the employee by a corresponding value. The number and value of the shares netted for employee taxes are summarized in the table below (in millions):

	Nine Months Ended	
	January 28, 2022	January 29, 2021
Shares withheld for taxes	1	1
Fair value of shares withheld	$ 69	$ 38

Employee Stock Purchase Plan

The following table summarizes activity related to the purchase rights issued under the ESPP (in millions):

	Nine Months Ended	
	January 28, 2022	January 29, 2021
Shares issued under the ESPP	3	2
Proceeds from issuance of shares	$ 104	$ 90

Stock-Based Compensation Expense

Stock-based compensation expense is included in the condensed consolidated statements of income as follows (in millions):

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
Cost of product revenues	$ 1	$ 1	$ 3	$ 3
Cost of services revenues	4	2	10	7
Sales and marketing	30	21	85	70
Research and development	19	15	53	49
General and administrative	10	7	28	20
Total stock-based compensation expense	$ 64	$ 46	$ 179	$ 149
Income tax benefit for stock-based compensation expense	$ 6	$ 4	$ 15	$ 12

As of January 28, 2022, total unrecognized compensation expense related to our equity awards was $499 million, which is expected to be recognized on a straight-line basis over a weighted-average remaining service period of 2.3 years.

Stock Repurchase Program

As of January 28, 2022, our Board of Directors has authorized the repurchase of up to $14.1 billion of our common stock. Under this program, we may purchase shares of our outstanding common stock through solicited or unsolicited transactions in the open market, in privately negotiated transactions, through accelerated share repurchase programs, pursuant to a Rule 10b5-1 plan or in such other manner as deemed appropriate by our management. The stock repurchase program may be suspended or discontinued at any time.

The following table summarized activity related to the stock repurchase program for the nine months ended January 28, 2022 (in millions, except for per share amounts):

Number of shares repurchased	4
Average price per share	$ 86.63
Stock repurchases allocated to additional paid-in capital	$ 10
Stock repurchases allocated to retained earnings	$ 340
Remaining authorization at end of period	$ 502

Since the May 13, 2003 inception of our stock repurchase program through January 28, 2022, we repurchased a total of 344 million shares of our common stock at an average price of $39.58 per share, for an aggregate purchase price of $13.6 billion.

Dividends

The following is a summary of our activities related to dividends on our common stock (in millions, except per share amounts):

	Nine Months Ended	
	January 28, 2022	January 29, 2021
Dividends per share declared	$ 1.50	$ 1.44
Dividend payments allocated to additional paid-in capital	$ —	$ 30
Dividend payments allocated to retained earnings	$ 335	$ 291

On February 18, 2022, we declared a cash dividend of $0.50 per share of common stock, payable on April 27, 2022 to holders of record as of the close of business on April 8, 2022. The timing and amount of future dividends will depend on market conditions, corporate business and financial considerations and regulatory requirements. All dividends declared have been determined by us to be legally authorized under the laws of the state in which we are incorporated.

Accumulated Other Comprehensive Income (Loss)

Changes in accumulated other comprehensive income (loss) (AOCI) by component, net of tax, are summarized below (in millions):

	Foreign Currency Translation Adjustments	Defined Benefit Obligation Adjustments	Unrealized Gains (Losses) on Available-for-Sale Securities	Unrealized Gains (Losses) on Derivative Instruments	Total
Balance as of April 30, 2021	$ (27)	$ (4)	$ 1	$ —	$ (30)
Other comprehensive income (loss), net of tax	(11)	—	(1)	6	(6)
Amounts reclassified from AOCI, net of tax	—	—	—	(5)	(5)
Total other comprehensive income (loss)	(11)	—	(1)	1	(11)
Balance as of January 28, 2022	$ (38)	$ (4)	$ —	$ 1	$ (41)

The amounts reclassified out of AOCI are as follows (in millions):

	Three Months Ended		Nine Months Ended		
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021	Statements of Income Classification
Realized (gains) losses on cash flow hedges	$ (4)	$ 3	$ (5)	$ 11	Net revenues

10. Derivatives and Hedging Activities

We use derivative instruments to manage exposures to foreign currency risk. Our primary objective in holding derivatives is to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. The maximum length of time over which forecasted foreign currency denominated revenues are hedged is 12 months. The program is not designated for trading or speculative purposes. Our derivatives expose us to credit risk to the extent that the counterparties may be unable to meet their obligations under the terms of our agreements. We seek to mitigate such risk by limiting our counterparties to major financial institutions. In addition, the potential risk of loss with any one counterparty resulting from this type of credit risk is monitored on an ongoing basis. We also have in place master netting arrangements to mitigate the credit risk of our counterparties and to potentially reduce our losses due to counterparty nonperformance. We present our derivative instruments as net amounts in our condensed consolidated balance sheets. The gross and net fair value amounts of such instruments were not material as of January 28, 2022 or April 30, 2021. All contracts have a maturity of less than 12 months.

The notional amount of our outstanding U.S. dollar equivalent foreign currency exchange forward contracts consisted of the following (in millions):

	January 28, 2022	April 30, 2021
Cash Flow Hedges		
Forward contracts purchased	$ 134	$ 167
Balance Sheet Contracts		
Forward contracts sold	$ 556	$ 497
Forward contracts purchased	$ 90	$ 117

The gain (loss) of cash flow hedges recognized in net revenues is presented in the condensed consolidated statements of comprehensive income and Note 9 – Stockholders' Equity.

The effect of derivative instruments not designated as hedging instruments recognized in other income (expense), net on our condensed consolidated statements of income was as follows (in millions):

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
Foreign currency exchange contracts	$ (20)	$ 8	$ (46)	$ 26

11. Restructuring Charges

During the first nine months of fiscal 2022, we executed a restructuring plan to reduce the amount of office space we currently occupy as we allow more employees to continue to work remotely. In connection with the plan, we also reduced our global workforce by approximately 1%. Charges related to the plan consisted primarily of office relocation costs, lease termination fees, and employee severance related costs. Substantially all activities under the plan have been completed.

Management has previously approved several restructuring actions, including the August 2020 Plan and May 2020 Plan, under which we reduced our global workforce by approximately 6%. Charges related to these restructuring plans consisted primarily of employee severance-related costs. Substantially all activities under these plans were completed as of the end of fiscal 2021.

Activities related to our restructuring plans are summarized as follows (in millions):

	Nine Months Ended	
	January 28, 2022	January 29, 2021
Balance at beginning of period	$ 1	$ 1
Net charges	29	42
Cash payments	(30)	(41)
Balance at end of period	$ —	$ 2

12. Income Taxes

Our effective tax rates for the periods presented were as follows:

	Nine Months Ended	
	January 28, 2022	January 29, 2021
Effective tax rates	17.6 %	24.7 %

Our effective tax rate reflects the impact of a significant amount of earnings being taxed in foreign jurisdictions at rates below the United States (U.S.) statutory rate. Our effective tax rate for the nine months ended January 28, 2022 includes the impact of discrete tax benefits for lapses of statute of limitations as well as benefits related to stock-based compensation. The effective tax rate for the nine months ended January 29, 2021 reflects the impact of taxes resulting from the integration of acquired companies and smaller benefits for stock-based compensation as compared to the current year.

As of January 28, 2022, we had $217 million of gross unrecognized tax benefits. Inclusive of penalties, interest and certain income tax benefits, $109 million would affect our provision for income taxes if recognized. Net unrecognized tax benefits of $110 million have been recorded in other long-term liabilities.

We are currently undergoing various income tax audits in the U.S. and audits in several foreign tax jurisdictions. Transfer pricing calculations are key topics under these audits and are often subject to dispute and appeals.
In September 2010, the Danish Tax Authorities issued a decision concluding that distributions declared in 2005 and 2006 by our Danish subsidiary were subject to Danish at-source dividend withholding tax. We do not believe that our Danish subsidiary is liable for such withholding tax and filed an appeal with the Danish Tax Tribunal. In December 2011, the Danish Tax Tribunal issued a ruling in favor of NetApp. The Danish tax examination agency appealed this decision at the Danish High Court (DHC) in March 2012. In February 2016, the DHC requested a preliminary ruling from the Court of Justice of the European Union (CJEU). In March 2018, the Advocate General issued an opinion which was largely in favor of NetApp. The CJEU was not bound by the opinion of the Advocate General and issued its preliminary ruling in February 2019. The CJEU ruling did not preclude the Danish Tax Authorities from imposing withholding tax on distributions based on the benefits of certain European Union directives. On May 3, 2021, the DHC reached a decision resulting in NetApp prevailing on the predominate distribution made in 2005. The smaller distribution made in 2006 was ruled in favor of the Danish Tax Authorities. On May 28, 2021, the Danish Tax Authorities appealed the DHC decision to the Danish Supreme Court. We believe it is more likely than not that our distributions were not subject to withholding tax and we will continue to support our position in the appeals process with the Danish Supreme Court.

We continue to monitor the progress of ongoing discussions with tax authorities and the impact, if any, of the expected expiration of the statute of limitations in various taxing jurisdictions. We engage in continuous discussion and negotiation with taxing authorities regarding tax matters in multiple jurisdictions. We believe that within the next 12 months, it is reasonably possible that either certain audits will conclude, certain statutes of limitations will lapse, or both. As a result of uncertainties regarding tax audits and their possible outcomes, an estimate of the range of possible impacts to unrecognized tax benefits in the next twelve months cannot be made at this time.

13. Net Income per Share

The following is a calculation of basic and diluted net income per share (in millions, except per share amounts):

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
Numerator:				
Net income	$ 252	$ 182	$ 678	$ 396
Denominator:				
Shares used in basic computation	223	223	223	222
Dilutive impact of employee equity award plans	6	4	6	3
Shares used in diluted computation	229	227	229	225
Net Income per Share:				
Basic	$ 1.13	$ 0.82	$ 3.04	$ 1.78
Diluted	$ 1.10	$ 0.80	$ 2.96	$ 1.76

No potential shares from outstanding employee awards were excluded from the diluted net income per share calculation for the three and nine months ended January 28, 2022. No potential shares from outstanding employee equity awards were excluded from the diluted net income per share calculations for the three months ended January 29, 2021, while five million potential shares from outstanding employee equity awards were excluded from the diluted net income per share calculations for the nine months ended January 29, 2021, as their inclusion would have been anti-dilutive.

14. Segment, Geographic, and Significant Customer Information

Our operations are now organized into two segments for financial reporting purposes: Public Cloud and Hybrid Cloud. The two segments are based on the information reviewed by our Chief Operating Decision Maker ("CODM"), who is the Chief Executive Officer, to evaluate results and allocate resources. The CODM measures performance of each segment based on segment revenue and segment gross profit. We do not allocate to our segments certain cost of revenues which we manage at the corporate level. These unallocated costs include stock-based compensation and amortization of intangible assets. We do not allocate assets to our segments.

Public Cloud offers a portfolio of products delivered primarily as-a-service, including related support, and made available on the world's leading clouds. This portfolio includes storage services, cloud automation and optimization services, and cloud infrastructure monitoring services.

Hybrid Cloud offers a portfolio of storage and data management solutions that help customers build and integrate on-premises and private cloud environments. This portfolio is designed to operate with public clouds to unlock the potential of hybrid, multi-cloud operations. Hybrid Cloud is composed of software, hardware, and related support, as well as professional and other services.

Financial information for the prior period has been updated to conform to the current year presentation of two segments.

Segment Revenues and Gross Profit

Financial information by segment is as follows (in millions, except percentages):

	Three Months Ended January 28, 2022		
	Hybrid Cloud	Public Cloud	Consolidated
Product revenues	$ 846	$ —	$ 846
Support revenues	586	—	586
Professional and other services revenues	72	—	72
Public cloud revenues	—	110	110
Net revenues	1,504	110	1,614
Cost of product revenues	404	—	404
Cost of support revenues	45	—	45
Cost of professional and other services revenues	46	—	46
Cost of public cloud revenues	—	32	32
Segment cost of revenues	495	32	527
Segment gross profit	$ 1,009	$ 78	$ 1,087
Segment gross margin	67.1 %	70.9 %	67.3 %
Unallocated cost of revenues[1]			14
Total gross profit			$ 1,073
Total gross margin			66.5 %

[1] Unallocated cost of revenues are composed of $5 million of stock-based compensation expense and $9 million of amortization of intangible assets.

	Three Months Ended January 29, 2021		
	Hybrid Cloud	Public Cloud	Consolidated
Product revenues	$ 775	$ —	$ 775
Support revenues	571	—	571
Professional and other services revenues	69	—	69
Public cloud revenues	—	55	55
Net revenues	1,415	55	1,470
Cost of product revenues	361	—	361
Cost of support revenues	49	—	49
Cost of professional and other services revenues	53	—	53
Cost of public cloud revenues	—	17	17
Segment cost of revenues	463	17	480
Segment gross profit	$ 952	$ 38	$ 990
Segment gross margin	67.3 %	69.1 %	67.3 %
Unallocated cost of revenues[1]			15
Total gross profit			$ 975
Total gross margin			66.3 %

[1] Unallocated cost of revenues are composed of $3 million of stock-based compensation expense and $12 million of amortization of intangible assets.

	Nine Months Ended January 28, 2022		
	Hybrid Cloud	Public Cloud	Consolidated
Product revenues	$ 2,390	$ —	$ 2,390
Support revenues	1,754	—	1,754
Professional and other services revenues	218	—	218
Public cloud revenues	—	276	276
Net revenues	4,362	276	4,638
Cost of product revenues	1,099	—	1,099
Cost of support revenues	141	—	141
Cost of professional and other services revenues	151	—	151
Cost of public cloud revenues	—	80	80
Segment cost of revenues	1,391	80	1,471
Segment gross profit	$ 2,971	$ 196	$ 3,167
Segment gross margin	68.1 %	71.0 %	68.3 %
Unallocated cost of revenues[1]			36
Total gross profit			$ 3,131
Total gross margin			67.5 %

[1] Unallocated cost of revenues are composed of $13 million of stock-based compensation expense and $23 million of amortization of intangible assets.

	Nine Months Ended January 29, 2021		
	Hybrid Cloud	Public Cloud	Consolidated
Product revenues	$ 2,151	$ —	$ 2,151
Support revenues	1,701	—	1,701
Professional and other services revenues	204	—	204
Public cloud revenues	—	133	133
Net revenues	4,056	133	4,189
Cost of product revenues	1,018	—	1,018
Cost of support revenues	150	—	150
Cost of professional and other services revenues	151	—	151
Cost of public cloud revenues	—	46	46
Segment cost of revenues	1,319	46	1,365
Segment gross profit	$ 2,737	$ 87	$ 2,824
Segment gross margin	67.5 %	65.4 %	67.4 %
Unallocated cost of revenues[1]			44
Total gross profit			$ 2,780
Total gross margin			66.4 %

[1] Unallocated cost of revenues are composed of $10 million of stock-based compensation expense and $34 million of amortization of intangible assets.

Geographical Revenues and Certain Assets

Revenues summarized by geographic region are as follows (in millions):

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
United States, Canada and Latin America (Americas)	$ 902	$ 778	$ 2,556	$ 2,268
Europe, Middle East and Africa (EMEA)	516	474	1,431	1,279
Asia Pacific (APAC)	196	218	651	642
Net revenues	$ 1,614	$ 1,470	$ 4,638	$ 4,189

Americas revenues consist of sales to Americas commercial and U.S. public sector markets. Sales to customers inside the U.S. were $796 million and $693 million during the three months ended January 28, 2022 and January 29, 2021, respectively, and were $2,265 million and $2,035 million during the nine months ended January 28, 2022 and January 29, 2021, respectively.

The following table presents cash, cash equivalents and short-term investments held in the U.S. and internationally in various foreign subsidiaries (in millions):

	January 28, 2022	April 30, 2021
U.S.	$ 2,219	$ 2,098
International	1,982	2,498
Total	$ 4,201	$ 4,596

With the exception of property and equipment, we do not identify or allocate our long-lived assets by geographic area. The following table presents property and equipment information for geographic areas based on the physical location of the assets (in millions):

	January 28, 2022	April 30, 2021
U.S.	$ 374	$ 340
International	201	185
Total	$ 575	$ 525

Significant Customers

The following customers, each of which is a distributor, accounted for 10% or more of our net revenues:

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
Arrow Electronics, Inc.	25 %	24 %	25 %	24 %
Tech Data Corporation	21 %	19 %	21 %	20 %

The following customers accounted for 10% or more of accounts receivable in at least one of the periods presented:

	January 28, 2022	April 30, 2021
Arrow Electronics, Inc.	8 %	10 %
Tech Data Corporation	17 %	21 %

15. Commitments and Contingencies

Purchase Orders and Other Commitments

In the ordinary course of business, we make commitments to third-party contract manufacturers to manage lead times and meet product forecasts, and to other parties to purchase various key components used in the manufacturing of our products. A significant portion of our reported purchase commitments arising from these agreements consists of firm, non-cancelable, and unconditional commitments. As of January 28, 2022, we had $791 million in non-cancelable purchase commitments for inventory. We record a liability for firm, non-cancelable and unconditional purchase commitments for quantities in excess of our future demand forecasts consistent with the valuation of our excess and obsolete inventory. As of January 28, 2022 and April 30, 2021, such liability amounted to $13 million and $15 million, respectively, and is included in accrued expenses in our condensed consolidated balance sheets. To the extent that such forecasts are not achieved, our commitments and associated accruals may change.

In addition to inventory commitments with contract manufacturers and component suppliers, we have open purchase orders and contractual obligations associated with our ordinary course of business for which we have not yet received goods or services. As of January 28, 2022, we had $354 million in other purchase obligations.

Financing Guarantees

While most of our arrangements for sales include short-term payment terms, from time to time we provide long-term financing to creditworthy customers. We have generally sold receivables financed through these arrangements on a non-recourse basis to third party financing institutions within 10 days of the contracts' dates of execution, and we classify the proceeds from these sales as cash flows from operating activities in our condensed consolidated statements of cash flows. We account for the sales of these receivables as "true sales" as defined in the accounting standards on transfers of financial assets, as we are considered to have surrendered control of these financing receivables. Provided all other revenue recognition criteria have been met, we recognize product revenues for these arrangements, net of any payment discounts from financing transactions, upon product acceptance. We sold $48 million and $61 million of receivables during the nine months ended January 28, 2022 and January 29, 2021, respectively.

In addition, we enter into arrangements with leasing companies for the sale of our hardware systems products. These leasing companies, in turn, lease our products to end-users. The leasing companies generally have no recourse to us in the event of default by the end-user and we recognize revenue upon delivery to the end-user customer, if all other revenue recognition criteria have been met.

Some of the leasing agreements described above have been financed on a recourse basis through third-party financing institutions. Under the terms of recourse leases, which are generally three years or less, we remain liable for the aggregate unpaid remaining lease payments to the third-party leasing companies in the event of end-user customer default. These arrangements are generally collateralized by a security interest in the underlying assets. Where we provide a guarantee for recourse leases and collectability is probable, we account for these transactions as sales type leases. If collectability is not probable, the cash received is recorded as a deposit liability and revenue is deferred until the arrangement is deemed collectible. For leases that we are not a party to, other than providing recourse, we recognize revenue when control is transferred. As of January 28, 2022 and April 30, 2021, the aggregate amount by which such contingencies exceeded the associated liabilities was not significant. To date, we have not experienced significant losses under our lease financing programs or other financing arrangements.

We have entered into service contracts with certain of our end-user customers that are supported by third-party financing arrangements. If a service contract is terminated as a result of our non-performance under the contract or our failure to comply with the terms of the financing arrangement, we could, under certain circumstances, be required to acquire certain assets related to the service contract or to pay the aggregate unpaid financing payments under such arrangements. As of January 28, 2022, we have not been required to make any payments under these arrangements, and we believe the likelihood of having to acquire a material amount of assets or make payments under these arrangements is remote. The portion of the financial arrangement that represents unearned services revenue is included in deferred revenue and financed unearned services revenue in our condensed consolidated balance sheets.

Legal Contingencies

When a loss is considered probable and reasonably estimable, we record a liability in the amount of our best estimate for the ultimate loss. However, the likelihood of a loss with respect to a particular contingency is often difficult to predict and determining a meaningful estimate of the loss or a range of loss may not be practicable based on the information available and the potential effect of future events and decisions by third parties that will determine the ultimate resolution of the contingency.

On August 14, 2019, a purported securities class action lawsuit was filed in the United States District Court for the Northern District of California, naming as defendants NetApp and certain of our executive officers. The complaint alleges that the defendants violated Section 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended, and SEC Rule 10b-5, by making materially false or misleading statements with respect to our financial guidance for fiscal 2020, as provided on May 22, 2019. Members of the alleged class are purchasers of the Company's stock between May 22, 2019 and August 1, 2019, the date we provided revised financial guidance for fiscal 2020. The complaint alleges unspecified damages based on the decline in the market price of our shares following the issuance of the revised guidance on August 1, 2019. The defendants' Motion to Dismiss was granted and on February 26, 2021 and the judge entered judgment in favor of NetApp and the other defendants. On March 26, 2021, Plaintiffs filed a notice of appeal. The parties subsequently engaged in settlement discussions, and on July 30, 2021 entered into a Memorandum of Understanding ("MOU") providing for the settlement of the class action. Pursuant to the terms of MOU, NetApp has agreed to pay approximately $2.0 million in connection with the settlement, and this amount was accrued during the three months ended July 30, 2021. The parties subsequently executed a stipulation of settlement, which contains no admission of liability, wrongdoing or responsibility by any of the parties, and which provides that the class action will be dismissed with prejudice, with mutual releases by all parties, upon final court approval. On September 24, 2021, plaintiff filed an unopposed motion seeking court approval of the settlement, but no order has issued regarding that motion. The settlement remains subject to court approval.

We are subject to various other legal proceedings and claims that arise in the normal course of business. We may, from time to time, receive claims that we are infringing third parties' intellectual property rights, including claims for alleged patent infringement brought by non-practicing entities. We are currently involved in patent litigations in U.S. federal courts and before the International Trade Commission (ITC) that were initiated by non-practicing entities. These actions seek monetary damages in U.S. district courts or exclusion and cease-and-desist orders at the ITC. We believe we have strong arguments that our products do not infringe and/or the asserted patents are invalid, and we intend to vigorously defend against the plaintiffs' claims. However, there is no guarantee that we will prevail at trial, and if a jury or a judge were to find that our products infringe, we could be required to pay significant monetary damages, or it could require us to redesign our products, require us to enter into royalty or licensing agreements, or require us to delay shipping or cease selling certain products, any of which could have a material effect on our operations.

Although management at present believes that the ultimate outcome of these proceedings, individually and in the aggregate, will not materially harm our financial position, results of operations, cash flows, or overall trends, legal proceedings are subject to inherent uncertainties, and unfavorable rulings or other events could occur. Unfavorable resolutions could include significant monetary damages. In addition, in matters for which injunctive relief or other conduct remedies are sought, unfavorable resolutions could include an injunction or other order prohibiting us from selling one or more products at all or in particular ways or requiring other remedies. An unfavorable outcome may result in a material adverse impact on our business, results of operations, financial position, and overall trends. No material accrual has been recorded as of January 28, 2022 related to such matters.

16. Subsequent Event

On February 18, 2022, we acquired all the outstanding shares of privately-held NeurOps, Inc., which operated under the name Fylamynt, an innovative CloudOps automation technology company that enables customers to build, run, manage and analyze workflows securely in any cloud with little to no code. We are in the process of completing the allocation of approximately $30 million of purchase price among the assets acquired and liabilities assumed.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This section and other parts of this Form 10-Q contain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements also can be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are not guarantees of future performance and the actual results of NetApp, Inc. ("we," "us," or the "Company") may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part II, Item 1A of this Form 10-Q under the heading "Risk Factors," which are incorporated herein by reference. The following discussion should be read in conjunction with our consolidated financial statements as of and for the fiscal year ended April 30, 2021, and the notes thereto, contained in our Annual Report on Form 10-K, and the condensed consolidated financial statements and notes thereto included elsewhere in this Form 10-Q. We assume no obligation to revise or update any forward-looking statements for any reason, except as required by law.

Overview

Our Company

NetApp is a global cloud-led, data-centric software company that gives organizations the freedom to put data to work in the applications that elevate their business. We help our customers get the most out of their data with industry-leading cloud data services, storage systems, and software. Throughout our history, we have kept our focus on one thing – the data, continuously improving how data are managed, stored, analyzed, protected, and moved. Our strategy has been shaped around helping our customers embrace the full potential of new technologies – from the rise of the internet, to helping large enterprise customers in vertical markets, to bringing new systems to market. Today, we are focused on unlocking the best of cloud.

As our products and solutions portfolios evolve, market dynamics change, and management continues to assess our largest opportunities, we periodically change how we manage our business. As of the end of our first quarter of fiscal 2022, our Chief Operating Decision Maker (CODM), who is our Chief Executive Officer, realigned internal reporting and began using financial information for components of our business, organized based on category of product/solution, to evaluate performance and allocate resources. This resulted in the creation of two reportable segments for financial reporting purposes: Public Cloud and Hybrid Cloud. Our CODM measures the performance of each segment based on segment revenue and segment gross profit.

Public Cloud offers a portfolio of products delivered primarily as-a-service, including related support, and made available on the world's leading clouds. This portfolio includes storage services, cloud automation and optimization services, and cloud infrastructure monitoring services.

Hybrid Cloud offers a portfolio of storage and data management solutions that help customers build and integrate on-premises and private cloud environments. This portfolio is designed to operate with public clouds to unlock the potential of hybrid, multi-cloud operations. Hybrid Cloud is composed of software, hardware, and related support, as well as professional and other services.

COVID-19

The novel coronavirus, or COVID-19, pandemic and efforts to control its spread have significantly curtailed the movement of people, goods and services worldwide, including in most or all of the regions in which we sell our products and services and conduct our business operations. We have taken precautionary measures intended to minimize the risk of the virus to our employees, our customers, and the communities in which we operate. Since March 2020, the vast majority of our employees have been working remotely and we have limited business travel.

During the first nine months of fiscal 2022, due to the macroeconomic uncertainty caused by COVID-19, we continue to observe certain customers delaying purchases of our products and services, while other customers accelerate or place new orders to address the demands of remote working and digital business. We also experienced certain logistical challenges in delivering our products and services to customers in certain regions, and supply chain constraints. Given uncertainties that exist in the broader technology supply chain, we have begun to invest in inventory and certain longer-term commitments to help mitigate the impact of supply shortages. If supply chain challenges continue it could continue to result in an increase in our cost of revenues.

The magnitude and duration of the disruption to our business, and impact to our operational and financial performance, caused by COVID-19 pandemic remain uncertain. Refer to Part II, Item 1A. – Risk Factors for the significant risks we have identified as a result of the COVID-19 pandemic.

Russia Sanctions

In February 2022, the U.S. and other countries imposed sanctions on Russia that we expect will impact shipments and ongoing services to customers with operations in Russia and the Ukraine. At this time, we do not anticipate a significant impact to our future results of operations. However, the magnitude and duration of the sanctions remain uncertain. Refer to Part II, Item 1A - Risk Factors for risks we have identified inherent in our international operations.

Stock Repurchase and Dividend Activity

During the first nine months of fiscal 2022, we repurchased 4 million shares of our common stock at an average price of $86.63 per share, for an aggregate of $350 million. We also declared aggregate cash dividends of $1.50 per share in that period, for which we paid $335 million.

Acquisition

On November 5, 2021, we acquired all the outstanding shares of privately-held CloudCheckr Inc. for $347 million in cash. CloudCheckr is a leading cloud optimization platform that provides cloud visibility and insights to lower costs, maintain security and compliance, and optimize cloud resources.

Results of Operations

Our fiscal year is reported as a 52- or 53-week year that ends on the last Friday in April. Fiscal year 2022, ending on April 29, 2022, is a 52-week year, with 13 weeks in each of its quarters. Fiscal year 2021, which ended on April 30, 2021 was a 53-week year, with 14 weeks included in its first quarter and 13 weeks in each subsequent quarter. Unless otherwise stated, references to particular years, quarters, months and periods refer to the Company's fiscal years ended in April and the associated quarters, months and periods of those fiscal years.

The following table sets forth certain condensed consolidated statements of income data as a percentage of net revenues for the periods indicated:

	Three Months Ended		Nine Months Ended	
	January 28, 2022	January 29, 2021	January 28, 2022	January 29, 2021
Net revenues:				
Product	52 %	53 %	52 %	51 %
Services	48	47	48	49
Net revenues	100	100	100	100
Cost of revenues:				
Cost of product	25	25	24	25
Cost of services	8	9	9	9
Gross profit	66	66	68	66
Operating expenses:				
Sales and marketing	29	30	30	31
Research and development	14	15	14	16
General and administrative	4	4	4	5
Restructuring charges	—	—	1	1
Acquisition-related expense	—	—	—	—
Total operating expenses	47	49	49	53
Income from operations	20	18	19	14
Other expense, net	(1)	(1)	(1)	(1)
Income before income taxes	19	17	18	13
Provision for income taxes	3	4	3	3
Net income	16 %	12 %	15 %	9 %

Percentages may not add due to rounding

Discussion and Analysis of Results of Operations

Net Revenues (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
Net revenues	$ 1,614	$ 1,470	10 %	$ 4,638	$ 4,189	11 %

The increase in net revenues for the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of fiscal 2021 was due to an increase in both product revenues and services revenues. Product revenues as a percentage of net revenues remained relatively flat in the third quarter and first nine months of fiscal 2022, respectively, compared to the corresponding periods of fiscal 2021.

Product Revenues (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
Product revenues	**$ 846**	**$ 775**	**9 %**	**$ 2,390**	**$ 2,151**	**11 %**
Hardware (Non-GAAP)	338	347	(3)%	993	995	— %
Software (Non-GAAP)	508	428	19 %	1,397	1,156	21 %

Hybrid Cloud

Product revenues are derived through the sale of our Hybrid Cloud solutions and consist of sales of configured all-flash array and hybrid systems, which are bundled hardware and software products, as well as add-on flash, disk and/or hybrid storage and related OS, NetApp HCI, StorageGrid, OEM products and add-on optional software.

In order to provide visibility into the value created by our software innovation and R&D investment, we disclose the software and hardware components of our product revenues. Software product revenue includes the OS software and optional add-on software solutions attached to our systems across our entire product set, while hardware product revenues include the non-software component of our systems across the entire set. Because our revenue recognition policy under GAAP defines a configured storage system, inclusive of the operating system software essential to its functionality, as a single performance obligation, the hardware and software components of our product revenues are considered non-GAAP measures. The hardware and software components of our product revenues are derived from an estimated fair value allocation of the transaction price of our contracts with customers, down to the level of the product hardware and software components. This allocation is primarily based on the contractual prices at which NetApp has historically billed customers for such respective components.

Total product revenues increased in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of the prior year, primarily driven by an increase in sales of all-flash array systems.

Revenues from the hardware component of product revenues represented 40% and 42% of product revenues in the third quarter and first nine months of fiscal 2022, compared to 45% and 46% of product revenues in the corresponding periods of the prior year. The software component of product revenues represented 60% and 58% of product revenues in the third quarter and first nine months of fiscal 2022, compared to 55% and 54% of product revenues in the corresponding periods of the prior year. The increase in the software component percentage of product revenues in the third quarter and first nine months of fiscal 2022 is primarily due to the mix of systems sold, including a higher mix of all-flash array systems, which contain a higher proportion of software components than other Hybrid Cloud products.

Services Revenues (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	**January 29, 2021**	**% Change**	**January 28, 2022**	**January 29, 2021**	**% Change**
Services revenues	**$ 768**	**$ 695**	**11 %**	**$ 2,248**	**$ 2,038**	**10 %**
Support	586	571	3 %	1,754	1,701	3 %
Professional and other services	72	69	4 %	218	204	7 %
Public cloud	110	55	100 %	276	133	108 %

Hybrid Cloud

Hybrid Cloud services revenues are derived from the sale of: (1) support, which includes both hardware and software support contracts (the latter of which entitle customers to receive unspecified product upgrades and enhancements, bug fixes and patch releases), and (2) professional and other services, which include customer education and training.

Support revenues increased in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of the prior year, despite an extra week in the first quarter of fiscal 2021 that contributed approximately $40 million of revenues in that period. The increases are primarily due to an increase in our installed base and a higher mix of all-flash systems (which carry a higher support dollar content than our other products) in the current year.

Professional and other services revenues increased in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of the prior year primarily due to an increase in demand from increased product sales.

Public Cloud

Public Cloud revenues are derived from the sale of public cloud offerings primarily delivered as-a-service, which include storage services, cloud automation and optimization services, and cloud infrastructure monitoring services.

Public Cloud revenues increased in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of the prior year primarily due to strong customer demand for NetApp’s diversified cloud offerings, coupled with overall growth in the cloud market, and the acquisition of CloudCheckr, Inc. early in the third quarter of fiscal 2022. The first nine months of fiscal 2022 also benefitted from the acquisition of Spot, Inc. late in the first quarter of fiscal 2021.

Cost of Revenues

Our cost of revenues consists of:

(1) cost of product revenues, composed of (a) cost of Hybrid Cloud product revenues, which includes the costs of manufacturing and shipping our products, inventory write-downs, and warranty costs, and (b) unallocated cost of product revenues, which includes stock-based compensation and amortization of intangibles, and;

(2) cost of services revenues, composed of (a) cost of support revenues, which includes the costs of providing support activities for hardware and software support, global support partnership programs, and third party royalty costs, (b) cost of professional and other services revenues, (c) cost of public cloud revenues, constituting the cost of providing our Public Cloud offerings which includes depreciation and amortization expense and third party datacenter fees, and (d) unallocated cost of services revenues, which includes stock-based compensation and amortization of intangibles.

Cost of Product Revenues (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
Cost of product revenues	**$ 407**	**$ 369**	**10 %**	**$ 1,108**	**$ 1,045**	**6 %**
Hybrid Cloud	404	361	12 %	1,099	1,018	8 %
Unallocated	3	8	(63)%	9	27	(67)%

Hybrid Cloud

Cost of Hybrid Cloud product revenues represented 48% and 46% of product revenues for the third quarter and first nine months of fiscal 2022, respectively, compared to 47% each in the corresponding periods of fiscal 2021. Materials costs represented 94% and 92% of cost of Hybrid Cloud product revenues for the third quarter and first nine months of fiscal 2022, respectively, compared to 89% for each of the corresponding periods of fiscal 2021.

Materials costs increased by approximately $54 million and $93 million in the third quarter and first nine months of fiscal 2022, respectively, compared to the corresponding periods of the prior year, reflecting the increases in product revenues in the current year periods, the mix of systems sold in the respective periods, and higher component and freight costs as a result of COVID-related supply chain challenges.

Hybrid Cloud product gross margins decreased by approximately one percentage point in the third quarter of fiscal 2022 compared to the corresponding period of the prior year, primarily due to the increase in component and freight costs, partially offset by the mix of systems sold, including a higher mix of all-flash array systems which have higher margins than hybrid systems. Hybrid Cloud product gross margins increased by approximately one percentage point in the first nine months of fiscal 2022 compared to the corresponding period of the prior year due to the mix of systems sold, including a higher mix of all-flash array systems which have higher margins than hybrid systems, partially offset by the increase in component and freight costs. We anticipate the increase in component and freight costs related to supply chain challenges will continue to impact gross margins in the fourth quarter of fiscal year 2022 and into fiscal year 2023.

Unallocated

Unallocated cost of product revenues decreased in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of the prior year due to certain intangible assets becoming fully amortized in the second half of fiscal 2021.

Cost of Services Revenues (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
Cost of services revenues	**$ 134**	**$ 126**	**6 %**	**$ 399**	**$ 364**	**10 %**
Support	45	49	(8)%	141	150	(6)%
Professional and other services	46	53	(13)%	151	151	— %
Public cloud	32	17	88 %	80	46	74 %
Unallocated	11	7	57 %	27	17	59 %

Hybrid Cloud

Cost of Hybrid Cloud services revenues, which are composed of the costs of support and professional and other services, decreased in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of fiscal 2021. Cost of Hybrid Cloud services revenues represented 14% and 15% of Hybrid Cloud services revenues in the third quarter and first nine months of fiscal 2022, respectively, and 16% of Hybrid Cloud services revenues in the corresponding periods of the prior year.

Hybrid Cloud support gross margins increased by one percentage point each in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of the prior year due to growth in support revenues achieved with a consistent cost base. Hybrid Cloud professional services gross margins increased by thirteen percentage points and five percentage points in the third quarter and first nine months of fiscal 2022, respectively, compared to the corresponding periods of the prior year. The increases are primarily due to the mix of services provided.

Public Cloud

Cost of Public Cloud revenues increased in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of fiscal 2021 reflecting the increase in Public Cloud revenues. Public Cloud gross margins increased by two percentage points and six percentage points in the third quarter and first nine months of fiscal 2022, respectively, compared to the corresponding periods of fiscal 2021, reflecting efficiencies from scaling our Public Cloud segment.

Unallocated

Unallocated cost of services revenues increased in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of the prior year due to our acquisitions of CloudCheckr, Inc. in the third quarter of fiscal 2022 and Spot, Inc. in the first quarter of fiscal 2021, which resulted in higher amortization expense for certain intangible assets.

Operating Expenses

Sales and Marketing, Research and Development and General and Administrative Expenses

Sales and marketing, research and development, and general and administrative expenses for the third quarter and first nine months of fiscal 2022 totaled $746 million, or 46% of net revenues, and $2,230 million, or 48% of net revenues, respectively, each reflecting a decrease of three percentage points, compared to the corresponding periods of fiscal 2021 primarily as a result of scaling our cost structure as revenues grow.

Compensation costs represent the largest component of operating expenses. Included in compensation costs are salaries, benefits, other compensation-related costs, stock-based compensation expense and employee incentive compensation plan costs.

Total compensation costs included in operating expenses increased by $14 million, or 3%, in the third quarter of fiscal 2022 compared to the corresponding period of the prior year, primarily due to higher salaries, benefits and stock-based compensation expenses, reflecting a 5% increase in average headcount in the third quarter of fiscal 2022. This increase was partially offset by lower incentive compensation expense.

Total compensation costs included in operating expenses increased by $32 million, or 2%, in the first nine months of fiscal 2022 compared to the corresponding period of the prior year, primarily due to higher salaries, benefits and stock-based compensation expenses, reflecting a 2% increase in average headcount in the first nine months of fiscal 2022. This increase was partially offset by lower incentive compensation expense. Total compensation costs for the first nine months of fiscal 2021 includes the impact of an additional week in the first quarter of fiscal 2021.

Sales and Marketing (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
Sales and marketing expenses	$ 461	$ 436	6%	$ 1,377	$ 1,297	6%

Sales and marketing expenses consist primarily of compensation costs, commissions, outside services, facilities and information technology (IT) costs, advertising and marketing promotional expense and travel and entertainment expense. Changes in sales and marketing expense consisted of the following (in percentage points of the total change):

	Three Months Ended Fiscal 2022 to Fiscal 2021	Nine Months Ended Fiscal 2022 to Fiscal 2021
Compensation costs	3	3
Commissions	2	2
Advertising and marketing promotional expense	—	1
Other	1	—
Total change	6	6

The increase in compensation costs for the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of the prior year reflected an increase in average headcount of approximately 6% and 5%, respectively. The expansion of our sales and marketing teams are expected to support our ability to execute on key market opportunities.

The increase in commissions expense for the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of the prior year primarily reflected the increase in the average headcount of our sales team.

Advertising and marketing promotional expense increased in the first nine months of fiscal 2022 compared to the corresponding period of the prior year, primarily due to higher spending levels on certain projects executed during the first quarter of fiscal 2022.

Research and Development (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
Research and development expenses	$ 220	$ 215	2 %	$ 646	$ 660	(2)%

Research and development expenses consist primarily of compensation costs, facilities and IT costs, depreciation, equipment and software-related costs, prototypes, non-recurring engineering charges and other outside services costs. Changes in research and development expense consisted of the following (in percentage points of the total change):

	Three Months Ended Fiscal 2022 to Fiscal 2021	Nine Months Ended Fiscal 2022 to Fiscal 2021
Compensation costs	—	(3)
Development projects and outside services	3	1
Other	(1)	—
Total change	2	(2)

The decrease in compensation costs for the first nine months of fiscal 2022 compared to the corresponding period in the prior year was attributable to a decrease in average headcount of 3%, primarily resulting from the restructuring plans we implemented in fiscal 2020 which were completed during the first half of fiscal 2021. The increases in development projects and outside services for the third quarter and first nine months of fiscal 2022 compared to the corresponding periods in the prior year were primarily due to the higher spending on certain engineering projects.

General and Administrative (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
General and administrative expenses	$ 65	$ 63	3 %	$ 207	$ 191	8 %

General and administrative expenses consist primarily of compensation costs, professional and corporate legal fees, outside services and facilities and IT support costs. Changes in general and administrative expense consisted of the following (in percentage points of the total change):

	Three Months Ended Fiscal 2022 to Fiscal 2021	Nine Months Ended Fiscal 2022 to Fiscal 2021
Compensation costs	2	4
Professional and legal fees and outside services	3	6
Litigation settlement	—	(3)
Facilities and IT support costs	(2)	(1)
Other	—	2
Total change	3	8

The increases in compensation costs in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of the prior year were primarily attributable to higher stock-based compensation expense, partially offset by lower incentive compensation expense. The increases in professional and legal fees and outside services expense in the third quarter and first nine months of fiscal 2022 were primarily due to higher spending on business transformation projects and an increase in legal fees. During the first nine months of fiscal 2021, we incurred a litigation settlement charge of approximately $5 million. The decreases in facilities and IT support costs were primarily due to lower spending levels on IT projects.

Restructuring Charges (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
Restructuring charges	$ —	$ —	NM	$ 29	$ 42	NM

NM – Not Meaningful

In the first nine months of fiscal 2022, we recognized $29 million in restructuring costs, consisting primarily of lease termination fees, office relocation costs, and employee severance-related costs.

Acquisition-related Expense (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
Acquisition-related expense	$ 6	$ 3	NM	$ 8	$ 14	NM

NM – Not Meaningful

Acquisition-related expenses, primarily legal and consulting fees, totaled $6 million and $8 million in the third quarter and first nine months of fiscal 2022, respectively, and were mostly due to our acquisition of CloudCheckr, Inc. in the third quarter of fiscal 2022.

Other Expense, Net (in millions, except percentages)

The components of other expense, net were as follows:

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
Interest income	$ 2	$ 2	—%	$ 5	$ 7	(29)%
Interest expense	(19)	(19)	—%	(55)	(55)	—%
Other income (expense), net	2	6	(67)%	9	(2)	(550)%
Total	$ (15)	$ (11)	36%	$ (41)	$ (50)	(18)%

Interest income remained flat in the third quarter of fiscal 2022 compared to the corresponding period of the prior year, while it decreased in the first nine months of fiscal 2022 compared to the corresponding period of the prior year due to both a reduction in the size of our investment portfolio and lower yields earned on the investments. Interest expense remained flat in the third quarter and first nine months of fiscal 2022 compared to the corresponding periods of fiscal 2021.

The differences in other income (expense), net for the third quarter and first nine months of fiscal 2022 as compared to the corresponding periods of the prior year are partially due to foreign exchange gains and losses year-over-year. In the first nine months of fiscal 2021, other income (expense), net includes a $6 million gain recognized on our sale of a minority equity interest in a privately held company for proceeds of approximately $8 million. This benefit was more than offset by a $14 million loss recognized from the extinguishment of our Senior Notes due June 2021 in the first quarter of fiscal 2021.

Provision for Income Taxes (in millions, except percentages):

	Three Months Ended			Nine Months Ended		
	January 28, 2022	January 29, 2021	% Change	January 28, 2022	January 29, 2021	% Change
Provision for income taxes	$ 54	$ 65	(17)%	$ 145	$ 130	12%

Our effective tax rate for the third quarter of fiscal 2022 was 17.6% compared to 26.3% for the third quarter of fiscal 2021. Our effective tax rate for the first nine months of fiscal 2022 was 17.6% compared to 24.7% for the first nine months of fiscal 2021. Our effective tax rates reflect the impact of a significant amount of our earnings being taxed in foreign jurisdictions at rates below the U.S. statutory tax rate. Our effective tax rate for the third quarter and first nine months of fiscal 2022 decreased compared to the corresponding periods of the prior year due to discrete tax benefits for lapses of statute of limitations as well as increased benefits related to stock-based compensation. Additionally, the corresponding periods of the prior year included tax charges for the integration of acquired companies.

As of January 28, 2022, we had $217 million of gross unrecognized tax benefits. Inclusive of penalties, interest and certain income tax benefits, $109 million would affect our provision for income taxes if recognized. Net unrecognized tax benefits of $110 million have been recorded in other long-term liabilities.

We continue to monitor the progress of ongoing discussions with tax authorities and the impact, if any, of the expected expiration of the statute of limitations in various taxing jurisdictions. We engage in continuous discussion and negotiation with taxing authorities regarding tax matters in multiple jurisdictions. We believe that within the next 12 months, it is reasonably possible that either certain audits will conclude, certain statutes of limitations will lapse, or both. As a result of uncertainties regarding tax audits and their possible outcomes, an estimate of the range of possible impacts to unrecognized tax benefits in the next twelve months cannot be made at this time.

Liquidity, Capital Resources and Cash Requirements

(In millions, except percentages)	January 28, 2022	April 30, 2021
Cash, cash equivalents and short-term investments	$ 4,201	$ 4,596
Principal amount of debt	$ 2,650	$ 2,650

The following is a summary of our cash flow activities:

	Nine Months Ended	
(In millions)	January 28, 2022	January 29, 2021
Net cash provided by operating activities	$ 800	$ 774
Net cash used in investing activities	(481)	(320)
Net cash (used in) provided by financing activities	(651)	624
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(26)	70
Net change in cash, cash equivalents and restricted cash	$ (358)	$ 1,148

Cash Flows

As of January 28, 2022, our cash, cash equivalents and short-term investments were $4.2 billion, which represents a decrease of $395 million for the first nine months of fiscal 2022. During the first nine months of fiscal 2022, we generated $800 million of cash from operating activities, offset by $335 million used for the payment of dividends, $350 million used to repurchase shares of our common stock, $158 million in purchases of property and equipment, and $359 million, net of cash acquired, used for the acquisition of a two privately-held companies. Net working capital was $2.0 billion as of January 28, 2022, a reduction of $588 million when compared to April 30, 2021. The reduction in net working capital is partially due to the reclassification of $250 million principal amount of our senior notes from long-term to current liabilities.

Cash Flows from Operating Activities

During the first nine months of fiscal 2022, we generated cash from operating activities of $800 million, reflecting net income of $678 million, adjusted by non-cash depreciation and amortization of $143 million and non-cash stock-based compensation expense of $179 million, compared to $774 million of cash generated from operating activities during the first nine months of fiscal 2021.

Significant changes in assets and liabilities in the first nine months of fiscal 2022 included the following:

- *Accounts receivable* decreased $137 million, reflecting more favorable shipping linearity in the third quarter of fiscal 2022 compared to the fourth quarter of fiscal 2021.

- *Accrued expenses* decreased by $207 million, primarily due to employee compensation payouts related to fiscal year 2021 incentive compensation and commissions plans.

We expect that cash provided by operating activities may materially fluctuate in future periods due to various factors, including fluctuations in our operating results, shipping linearity, accounts receivable collections performance, inventory and supply chain management, vendor payment initiatives, tax benefits or charges from stock-based compensation, and the timing and amount of compensation and other payments.

Cash Flows from Investing Activities

During the first nine months of fiscal 2022, we generated $36 million from maturities of investments, net of purchases, and paid $158 million for capital expenditures, while during the same period of fiscal 2021, we generated $140 million from maturities and sales of investments, net of purchases, and paid $124 million for capital expenditures. Additionally, during the first nine months of fiscal 2022, we paid $359 million, net of cash acquired for two privately-held companies, as compared to $350 million, net of cash acquired that we paid for two privately-held companies in the first nine months of fiscal 2021.

Cash Flows from Financing Activities

During the first nine months of fiscal 2022, cash flows used in financing activities totaled $651 million and include $350 million for the repurchase of approximately four million shares of common stock and $335 million for the payment of dividends. During the first nine months of fiscal 2021, cash flows provided by financing activities totaled $624 million, and were primarily due to net cash proceeds of $2.0 billion from the issuance of Senior Notes, partially offset by the use of $513 million for the extinguishment of Senior Notes due June 2021, $420 million for the net repayment of commercial paper notes with original maturities of three months or less, $321 million for the payment of dividends, $176 million for the repayment of commercial paper notes with original maturities of greater than three months, and $50 million for the repurchase of one million shares of common stock.

Key factors that could affect our cash flows include changes in our revenue mix and profitability, our ability to effectively manage our working capital, in particular, accounts receivable, accounts payable and inventories, the timing and amount of stock repurchases and payment of cash dividends, the impact of foreign exchange rate changes, our ability to effectively integrate acquired products, businesses and technologies and the timing of repayments of our debt. Based on past performance and our current business outlook, we believe that our sources of liquidity, including cash generated from operations, and our ability to access capital markets and committed credit lines will satisfy our working capital needs, capital expenditures, investment requirements, stock repurchases, cash dividends, contractual obligations, commitments, principal and interest payments on our debt and other liquidity requirements associated with operations and meet our cash requirements for at least the next 12 months. However, in the event our liquidity is insufficient, we may be required to curtail spending and implement additional cost saving measures and restructuring actions or enter into new financing arrangements. We cannot be certain that we will continue to generate cash flows at or above current levels or that we will be able to obtain additional financing, if necessary, on satisfactory terms, if at all. For further discussion of factors that could affect our cash flows and liquidity requirements, including the impact of the COVID-19 pandemic, see Part II, Item 1A. Risk Factors.

Liquidity

Our principal sources of liquidity as of January 28, 2022 consisted of cash and cash equivalents, short-term investments, cash we expect to generate from operations, and our commercial paper program and related credit facility.

Cash, cash equivalents and short-term investments consisted of the following (in millions):

	January 28, 2022	April 30, 2021
Cash and cash equivalents	$ 4,170	$ 4,529
Short-term investments	31	67
Total	$ 4,201	$ 4,596

As of January 28, 2022 and April 30, 2021, $2.0 billion and $2.5 billion, respectively, of cash, cash equivalents and short-term investments were held by various foreign subsidiaries and were generally based in U.S. dollar-denominated holdings, while $2.2 billion and $2.1 billion, respectively, were available in the U.S.

Our principal liquidity requirements are primarily to meet our working capital needs, support ongoing business activities, fund research and development, meet capital expenditure needs, invest in critical or complementary technologies through asset purchases and/or business acquisitions, service interest and principal payments on our debt, fund our stock repurchase program, and pay dividends, as and if declared. In the ordinary course of business, we engage in periodic reviews of opportunities to invest in or acquire companies or units in companies to expand our total addressable market, leverage technological synergies and establish new streams of revenue, particularly in our Public Cloud segment.

The principal objectives of our investment policy are the preservation of principal and maintenance of liquidity. We attempt to mitigate default risk by investing in high-quality investment grade securities, limiting the time to maturity and monitoring the counter-parties and underlying obligors closely. We believe our cash equivalents and short-term investments are liquid and accessible. We are not aware of any significant deterioration in the fair value of our cash equivalents or investments from the values reported as of January 28, 2022.

Our investment portfolio has been and will continue to be exposed to market risk due to trends in the credit and capital markets. We continue to closely monitor current economic and market events to minimize the market risk of our investment portfolio. We routinely monitor our financial exposure to both sovereign and non-sovereign borrowers and counterparties. We utilize a variety of planning and financing strategies in an effort to ensure our worldwide cash is available when and where it is needed. We also have an automatic shelf registration statement on file with the Securities and Exchange Commission (SEC). We may in the future offer an additional unspecified amount of debt, equity and other securities.

Senior Notes

The following table summarizes the principal amount of our Senior Notes as of January 28, 2022 (in millions):

3.25% Senior Notes Due December 2022	$	250
3.30% Senior Notes Due September 2024		400
1.875% Senior Notes Due June 2025		750
2.375% Senior Notes Due June 2027		550
2.70% Senior Notes Due June 2030		700
Total	$	2,650

Interest on the Senior Notes is payable semi-annually. For further information on the underlying terms, see Note 7 – Financing Arrangements of the Notes to Condensed Consolidated Financial Statements.

Commercial Paper Program and Credit Facility

We have a commercial paper program (the Program), under which we may issue unsecured commercial paper notes. Amounts available under the Program may be borrowed, repaid and re-borrowed, with the aggregate face or principal amount of the notes outstanding under the Program at any time not to exceed $1.0 billion. The maturities of the notes can vary but may not exceed 397 days from the date of issue. The notes are sold under customary terms in the commercial paper market and may be issued at a discount from par or, alternatively, may be sold at par and bear interest at rates dictated by market conditions at the time of their issuance. The proceeds from the issuance of the notes are used for general corporate purposes. No commercial paper notes were outstanding as of January 28, 2022.

In connection with the Program, we have a senior unsecured credit agreement with a syndicated group of lenders. The credit agreement, which was amended on January 22, 2021, provides for a $1.0 billion revolving unsecured credit facility, with a sublimit of $50 million available for the issuance of letters of credit on our behalf. The credit facility matures on January 22, 2026, with an option for us to extend the maturity date for two additional 1-year periods, subject to certain conditions. The proceeds of the loans may be used by us for general corporate purposes and as liquidity support for our existing commercial paper program. As of January 28, 2022, we were compliant with all associated covenants in the agreement. No amounts were drawn against this credit facility during any of the periods presented.

Capital Expenditure Requirements

We expect to fund our capital expenditures, including our commitments related to facilities, equipment, operating leases and internal-use software development projects over the next few years through existing cash, cash equivalents, investments and cash generated from operations. The timing and amount of our capital requirements cannot be precisely determined and will depend on a number of factors, including future demand for products, changes in the network storage industry, hiring plans and our decisions related to the financing of our facilities and equipment requirements. We anticipate capital expenditures for the remainder of fiscal 2022 to be between $50 million and $100 million.

Dividends and Stock Repurchase Program

On February 18, 2022 we declared a cash dividend of $0.50 per share of common stock, payable on April 27, 2022 to holders of record as of the close of business on April 8, 2022.

As of January 28, 2022, our Board of Directors has authorized the repurchase of up to $14.1 billion of our common stock under our stock repurchase program. Under this program, we may purchase shares of our outstanding common stock through solicited or unsolicited transactions in the open market, in privately negotiated transactions, through accelerated share repurchase programs, pursuant to a Rule 10b5-1 plan or in such other manner as deemed appropriate by our management. The stock repurchase program may be suspended or discontinued at any time. Since the May 13, 2003 inception of this program through January 28, 2022, we repurchased a total of 344 million shares of our common stock at an average price of $39.58 per share, for an aggregate purchase price of $13.6 billion. As of January 28, 2022, the remaining authorized amount for stock repurchases under this program was $0.5 billion.

Purchase Commitments

In the ordinary course of business, we make commitments to third-party contract manufacturers and component suppliers to manage manufacturer lead times and meet product forecasts, and to other parties, to purchase various key components used in the manufacture of our products. In addition, we have open purchase orders and contractual obligations associated with our ordinary course of business for which we have not yet received goods or services. These off-balance sheet purchase commitments totaled approximately $1.1 billion at January 28, 2022.

Financing Guarantees

While most of our arrangements for sales include short-term payment terms, from time to time we provide long-term financing to creditworthy customers. We have generally sold receivables financed through these arrangements on a non-recourse basis to third party financing institutions within 10 days of the contracts' dates of execution, and we classify the proceeds from these sales as cash flows from operating activities in our condensed consolidated statements of cash flows. We account for the sales of these receivables as "true sales" as defined in the accounting standards on transfers of financial assets, as we are considered to have surrendered control of these financing receivables. We sold $48 million and $61 million of receivables during the first nine months of fiscal 2022 and fiscal 2021, respectively.

In addition, we enter into arrangements with leasing companies for the sale of our hardware systems products. These leasing companies, in turn, lease our products to end-users. The leasing companies generally have no recourse to us in the event of default by the end-user.

Some of the leasing arrangements described above have been financed on a recourse basis through third-party financing institutions. Under the terms of recourse leases, which are generally three years or less, we remain liable for the aggregate unpaid remaining lease payments to the third-party leasing companies in the event of end-user customer default. These arrangements are generally collateralized by a security interest in the underlying assets. As of January 28, 2022 and April 30, 2021, the aggregate amount by which such contingencies exceeded the associated liabilities was not significant. To date, we have not experienced significant losses under our lease financing programs or other financing arrangements.

We have entered into service contracts with certain of our end-user customers that are supported by third-party financing arrangements. If a service contract is terminated as a result of our non-performance under the contract or our failure to comply with the terms of the financing arrangement, we could, under certain circumstances, be required to acquire certain assets related to the service contract or to pay the aggregate unpaid payments under such arrangements. As of January 28, 2022, we have not been required to make any payments under these arrangements, and we believe the likelihood of having to acquire a material amount of assets or make payments under these arrangements is remote. The portion of the financial arrangement that represents unearned services revenue is included in deferred revenue and financed unearned services revenue in our condensed consolidated balance sheets.

Legal Contingencies

We are subject to various legal proceedings and claims which arise in the normal course of business. See further details on such matters in Note 15 – Commitments and Contingencies of the Notes to Condensed Consolidated Financial Statements.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which require management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, net revenues and expenses, and the disclosure of contingent assets and liabilities. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. We believe that the accounting estimates employed and the resulting balances are reasonable; however, actual results may differ from these estimates and such differences may be material. Management's estimates include, as applicable, the anticipated impacts of the COVID-19 pandemic.

The summary of our significant accounting policies is included under Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations of our fiscal 2021 Form 10-K. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if changes in the estimate that are reasonably possible could materially impact the financial statements. There have been no material changes to the critical accounting policies and estimates as filed in such report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risk related to fluctuations in market prices, interest rates, and foreign currency exchange rates. We use certain derivative financial instruments to manage foreign currency exchange risks. We do not use derivative financial instruments for speculative or trading purposes. All financial instruments are used in accordance with management-approved policies.

Interest Rate Risk

Fixed Income Investments — As of January 28, 2022, we had fixed income debt investments of $31 million and certificates of deposit of $59 million. Our fixed income debt investment portfolio primarily consists of investments with original maturities greater than three months at the date of purchase, which are classified as available-for-sale investments. These fixed income debt investments, which consist primarily of corporate bonds and U.S. Treasury and government debt securities, and our certificates of deposit are subject to interest rate and interest income risk and will decrease in value if market interest rates increase. Conversely, declines in interest rates, including the impact from lower credit spreads, could have a material adverse impact on interest income for our investment portfolio. A hypothetical 100 basis point increase in market interest rates from levels as of January 28, 2022 would have resulted in a decrease in the fair value of our fixed-income securities of less than $1 million. Volatility in market interest rates over time will cause variability in our interest income. We do not use derivative financial instruments in our investment portfolio.

Debt — As of January 28, 2022, we have outstanding $2.7 billion aggregate principal amount of Senior Notes. We carry these instruments at face value less unamortized discount on our condensed consolidated balance sheets. Since these instruments bear interest at fixed rates, we have no financial statement risk associated with changes in interest rates. However, the fair value of these instruments fluctuates when interest rates change. See Note 7 – Financing Arrangements of the Notes to Condensed Consolidated Financial Statements for more information.

Credit Facility — We are exposed to the impact of changes in interest rates in connection with our $1.0 billion five-year revolving credit facility. Borrowings under the facility accrue interest at rates that vary based on certain market rates and our credit rating on our Senior Notes. Consequently, our interest expense would fluctuate with any changes in these market interest rates or in our credit rating if we were to borrow any amounts under the credit facility. As of January 28, 2022, no amounts were outstanding under the credit facility.

Foreign Currency Exchange Rate Risk

We hedge risks associated with certain foreign currency transactions to minimize the impact of changes in foreign currency exchange rates on earnings. We utilize foreign currency exchange forward contracts to hedge against the short-term impact of foreign currency fluctuations on certain foreign currency denominated monetary assets and liabilities. We also use foreign currency exchange forward contracts to hedge foreign currency exposures related to forecasted sales transactions denominated in certain foreign currencies. These derivatives are designated and qualify as cash flow hedges under accounting guidance for derivatives and hedging.

We do not enter into foreign currency exchange contracts for speculative or trading purposes. In entering into foreign currency exchange forward contracts, we have assumed the risk that might arise from the possible inability of counterparties to meet the terms of the contracts. We attempt to limit our exposure to credit risk by executing foreign currency exchange contracts with creditworthy multinational commercial banks. All contracts have a maturity of 12 months or less. See Note 10 – Derivatives and Hedging Activities of the Notes to Condensed Consolidated Financial Statements for more information regarding our derivatives and hedging activities.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

The phrase “disclosure controls and procedures” refers to controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended (the Exchange Act), such as this Quarterly Report on Form 10-Q, is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the U.S. Securities and Exchange Commission (SEC). Disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of January 28, 2022, the end of the fiscal period covered by this Quarterly Report on Form 10-Q (the Evaluation Date). Based on this evaluation, our CEO and CFO concluded as of the Evaluation Date that our disclosure controls and procedures were effective such that the information required to be disclosed in our SEC reports (i) is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) identified in connection with our evaluation that occurred during the third quarter of fiscal 2022 that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

For a discussion of legal proceedings, see Note 15 – Commitments and Contingencies of the Notes to Condensed Consolidated Financial Statements.

Item 1A. Risk Factors.

The following descriptions of risk factors includes any material changes to, and supersedes the description of risk factors associated with, the Company's business previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended April 30, 2021 (the "2021 Form 10-K") filed with the U.S. Securities and Exchange Commission (the "SEC") under the heading "Risk Factors." Our business, financial condition and operating results can be affected by a number of factors, whether currently known or unknown, including but not limited to those described below, any one or more of which could, directly or indirectly cause our actual results of operations and financial condition to vary materially from the past, or from anticipated future, results of operations and financial condition. Any of these factors, in whole or in part, could materially and adversely affect our business, financial condition, results of operations and common stock price.

The following discussion of risk factors contains forward-looking statements. These risk factors may be important to understanding any statement in this Form 10-Q or elsewhere. The following information should be read in conjunction with the condensed consolidated financial statements and the related notes in Part I, Item 1 – Financial Statements and Part I, Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-Q.

The following discussion reflects our current judgment regarding the most significant risks we face. These risks can and will change in the future.

Risks Related to Our Business and Industry

If we are unable to develop, introduce and gain market acceptance for new products and services while managing the transition from older ones, or if we cannot provide the expected level of quality and support for our new products and services, our business, operating results, financial condition and cash flows could be harmed.

Our future growth depends upon the successful development and introduction of new hardware and software products and services. Due to the complexity of storage software, subsystems and appliances and the difficulty in gauging the engineering effort required to produce new products and services, such products and services are subject to significant technical and quality control risks.

If we are unable, for technological, customer reluctance or other reasons, to develop, introduce and gain market acceptance for new products and services, as and when required by the market and our customers, our business, operating results, financial condition and cash flows could be materially and adversely affected.

New or additional product introductions, including new software and cloud offerings, such as Astra by NetApp, Spot by NetApp and new hardware and all-flash storage products, subject us to additional financial and operational risks, including our ability to forecast customer preferences and/or demand, our ability to successfully manage the transition from older products and solutions, our ability to forecast the impact of customers' demand for new products, services and solutions or the products being replaced, and our ability to manage production capacity to meet the demand for new products and services. In addition, as new or enhanced products and services are introduced, we must avoid excessive levels of older product inventories and related components and ensure that new products and services can be delivered to meet customers' demands. Further risks inherent in the introduction of new products, services and solutions include the uncertainty of price-performance relative to products of competitors, competitors' responses to the introductions, delays in sales caused by the desire of customers to evaluate new products for extended periods of time and our partners' investment in selling our new products and solutions. If these risks are not managed effectively, we could experience material risks to our business, operating results, financial condition and cash flows.

As we enter new or emerging markets, we will likely increase demands on our service and support operations and may be exposed to additional competition. We may not be able to provide products, services and support to effectively compete for these market opportunities.

Our business may be harmed by technological trends in our market or if we are unable to keep pace with rapid industry, technological and market changes.

Our industry and the markets in which we compete have historically experienced significant growth due to the increase in the demand for storage and data management solutions by consumers, enterprises and governments around the world, and the purchases of storage and data management solutions to address this demand. However, despite continued data growth, our traditional market, the networked storage hardware market, experienced a decline in each of the last three calendar years due to a combination of customers delaying purchases in the face of technology transitions, increasing adoption of cloud environments built on commodity hardware, increased storage efficiency, and changing economic and business environments. While customers are navigating through their information technology (IT) transformations, which leverage modern architectures and hybrid cloud environments, they are also reducing IT budgets, looking for simpler solutions, and changing how they consume IT. This evolution is diverting spending towards transformational projects and architectures like flash, hybrid cloud, IT as a service, converged infrastructure, and software defined storage. We are unable to predict whether the impact of the COVID-19 pandemic will accelerate the decline of our traditional market and increase demand for our cloud offerings. Our business may be adversely impacted if we are unable to keep pace with rapid industry, technological or market changes or if our Data Fabric strategy is not accepted in the marketplace. As a result of these and other factors discussed in this report, our revenue may decline on a year-over-year basis, as it did in fiscal years 2017 and 2020. The future impact of these trends on both short- and long-term growth patterns is uncertain. If the general historical rate of industry growth declines, if the growth rates of the specific markets in which we compete decline, and/or if the consumption model of storage changes and our new and existing products, services and solutions do not receive customer acceptance, our business, operating results, financial condition and cash flows could suffer.

Our sales and distribution structure makes forecasting revenues difficult and, if disrupted, could harm our business, operating results, financial condition and cash flows.

Our business and sales models make revenues difficult to forecast. We sell to a variety of customers directly and through various channels, with a corresponding variety of sales cycles. The majority of our sales are made and/or fulfilled indirectly through channel partners, including value-added resellers, systems integrators, distributors, original equipment manufacturers (OEMs) and strategic business partners, which now include public cloud providers. This structure significantly complicates our ability to forecast future revenue, especially within any particular fiscal quarter or year. Moreover, our relationships with our indirect channel partners and strategic business partners are critical to our success. The loss of one or more of our key indirect channel partners in a given geographic area or the failure of our channel or strategic partners to promote our products could harm our operating results. Qualifying and developing new indirect channel partners typically requires a significant investment of time and resources before acceptable levels of productivity are met. If we fail to maintain our relationships with our indirect channel partners and strategic partners, if their financial condition, business or customer relationships were to weaken, if they fail to comply with legal or regulatory requirements, or if we were to cease to do business with them for these or other reasons, our business, operating results, financial condition and cash flows could be harmed.

Increasing competition and industry consolidation could harm our business, operating results, financial condition and cash flows.

The storage and data management markets are intensely competitive and are characterized by rapidly changing technology and fragmentation. We compete with many companies in the markets we serve, including established public companies, newer public companies with a strong flash focus, and new market entrants addressing the growing opportunity for application data management for Kubernetes. Some offer a broad spectrum of IT products and services (full-stack vendors) and others offer a more limited set of storage and data management products or services. Technology trends, such as the emergence of hosted or public cloud storage, SaaS and flash storage are driving significant changes in storage architectures and solution requirements. Cloud service provider competitors provide customers storage for their data centers on demand, without requiring a capital expenditure, which meets rapidly evolving business needs and has changed the competitive landscape. The impacts of the COVID-19 pandemic, including the increase in the number of employees working remotely, has accelerated customer adoption of competitors' cloud solutions and contributed to increased competition in the market.

Competitors may develop new technologies or products in advance of us or establish new business models, more flexible contracting models or new technologies disruptive to us. By extending our flash, cloud storage and converged infrastructure offerings, we are competing in new segments with both traditional competitors and new competitors, particularly smaller emerging storage vendors. The longer-term potential and competitiveness of these emerging vendors remains to be determined. In cloud and converged infrastructure, we also compete with large well-established competitors.

It is possible that new competitors or alliances among competitors might emerge and rapidly acquire significant market share or buying power. An increase in industry consolidation might result in stronger competitors that are better able to compete as full-stack vendors for customers and achieve increased economies of scale in the supply chain. In addition, current and potential competitors have established or might establish cooperative relationships among themselves or with third parties, including some of our partners or suppliers. For additional information regarding our competitors, see the section entitled "Competition" contained in Part I, Item 1 – Business of our fiscal 2021 Form 10-K.

Continuing uncertain economic and political conditions restrict our visibility and may harm our business, operating results, including our revenue growth and profitability, financial condition and cash flows.

Continuing global economic uncertainty, political conditions and fiscal challenges in the U.S. and abroad have, among other things, limited our ability to forecast future demand for our products, contributed to increased periodic volatility in the computer, storage and networking industries at large, as well as the IT market, impacted availability of supplies and could constrain future access to capital for our suppliers, customers and partners. The impacts of these circumstances are global and pervasive, and the timing and nature of any ultimate resolution of these matters remain highly uncertain. Adverse macroeconomic conditions, including inflation, slower growth or recession, new or increased tariffs or other barriers to global trade, changes to fiscal and monetary policy and higher interest rates, could materially adversely impact the demand for our products and our operating results. We are also unable to predict whether increased customer spending on our cloud offerings and virtual desktop infrastructure will continue after the COVID-19 pandemic. Consequently, we expect these concerns to challenge our business for the foreseeable future, which could cause harm to our operating results. Such conditions have resulted, and may in the future again result, in failure to meet our forecasted financial expectations and to achieve historical levels of revenue growth.

Transition to consumption-based business models may adversely affect our revenues and profitability in other areas of our business and as a result may harm our business, operating results, financial condition and cash flows.

We offer customers a full range of consumption models, including the deployment of our software through our subscription and cloud-based Software as a Service (SaaS), and utility pricing and managed services offerings for our hardware and software systems. These business models continue to evolve, and we may not be able to compete effectively, generate significant revenues or maintain the profitability of our consumption-based offerings. Additionally, the increasing prevalence of cloud and SaaS delivery models offered by us and our competitors may unfavorably impact the pricing of our on-premise hardware and software offerings and could have a dampening impact on overall demand for our on-premise hardware and software product and service offerings, which could reduce our revenues and profitability, at least in the near term. If we do not successfully execute our consumption model strategy or anticipate the needs of our customers, our revenues and profitability could decline.

As customer demand for our consumption model offerings increases, we will experience differences in the timing of revenue recognition between our traditional hardware and software license arrangements (for which revenue is generally recognized in full at the time of delivery), relative to our consumption model offerings (for which revenue is generally recognized ratably over the term of the arrangement). We incur certain expenses associated with the infrastructure and marketing of our consumption model offerings in advance of our ability to recognize the revenues associated with these offerings.

Due to the global nature of our business, risks inherent in our international operations could materially harm our business.

A significant portion of our operations are located, and a significant portion of our revenues are derived, outside of the U.S. In addition, most of our products are manufactured outside of the U.S., and we have research and development, sales and service centers overseas. Accordingly, our business and future operating results could be adversely impacted by factors affecting our international operations including, among other things, local political or economic conditions, trade protection and export and import requirements, tariffs, local labor conditions, transportation costs, government spending patterns, acts of terrorism, international conflicts and natural disasters in areas with limited infrastructure and adverse public health developments. In particular, the ongoing COVID-19 pandemic, including the rise of the Delta variant globally, and ongoing trade tensions between the U.S. and China could impact our business and operating results. For products we manufacture in Mexico, tensions between the U.S. and Mexico related to trade and border security issues could delay our shipments to customers, or impact pricing or our business and operating results. The ongoing geopolitical tensions related to Russia’s actions in the Ukraine and resulting sanctions imposed by the U.S. and other countries are expected to impact our shipments and ongoing services to customers with operations in Russia and the Ukraine, and could impact pricing, our business and operating results. In addition, due to the global nature of our business, we are subject to complex legal and regulatory requirements in the U.S. and the foreign jurisdictions in which we operate and sell our products, including antitrust and anti-competition laws, rules and regulations, and regulations related to data privacy, data protection, and cybersecurity. We are also subject to the potential loss of proprietary information due to piracy, misappropriation, or laws that may be less protective of our intellectual property rights than U.S. laws. Such factors could have an adverse impact on our business, operating results, financial condition and cash flows.

We face exposure to adverse movements in foreign currency exchange rates as a result of our international operations. These exposures may change over time as business practices evolve, and they could have a material adverse impact on our operating results, financial condition and cash flows. We utilize forward and option contracts in an attempt to reduce the adverse earnings impact from the effect of exchange rate fluctuations on certain assets and liabilities. Our hedging strategies may not be successful, and currency exchange rate fluctuations could have a material adverse effect on our operating results and cash flows. In addition, our foreign currency exposure on assets, liabilities and cash flows that we do not hedge could have a material impact on our financial results in periods when the U.S. dollar significantly fluctuates in relation to foreign currencies.

Moreover, in many foreign countries, particularly in those with developing economies, it is common to engage in business practices that are prohibited by our internal policies and procedures, or U.S. laws and regulations applicable to us, such as the Foreign Corrupt Practices Act. There can be no assurance that all our employees, contractors and agents, as well as those companies to which we outsource certain of our business operations, will comply with these policies, procedures, laws and/or regulations. Any such violation could subject us to fines and other penalties, which could have a material adverse effect on our business, operating results, financial condition and cash flows.

If we are unable to attract and retain qualified personnel, our business, operating results, financial condition and cash flows could be harmed.

Our continued success depends, in part, on our ability to hire and retain qualified personnel and to advance our corporate strategy and preserve the key aspects of our corporate culture. Because our future success is dependent on our ability to continue to enhance and introduce new products, we are particularly dependent on our ability to hire and retain qualified engineers, including in emerging areas of technology such as artificial intelligence and machine learning. In addition, to increase revenues, we will be required to increase the productivity of our sales force and support infrastructure to achieve adequate customer coverage. Competition for qualified employees, particularly in Silicon Valley, is intense. We have periodically reduced our workforce, including reductions announced in each of the fiscal years from 2019 through 2022, and these actions may make it more difficult to attract and retain qualified employees. Our inability to hire and retain qualified management and skilled personnel, particularly engineers, salespeople and key executive management, could disrupt our development efforts, sales results, business relationships and/or our ability to execute our business plan and strategy on a timely basis and could materially and adversely affect our operating results, financial condition and cash flows.

Equity grants are a critical component of our current compensation programs. If we reduce, modify or eliminate our equity programs or fail to grant equity competitively, we may have difficulty attracting and retaining critical employees.

In addition, because of the structure of our sales, cash and equity incentive compensation plans, we may be at increased risk of losing employees at certain times. For example, the retention value of our compensation plans decreases after the payment of periodic bonuses or the vesting of equity awards.

Our acquisitions may not achieve expected benefits, and may increase our liabilities, disrupt our existing business and harm our operating results, financial condition and cash flows.

As part of our strategy, we seek to acquire other businesses and technologies to complement our current products, expand the breadth of our markets, or enhance our technical capabilities. For example, we acquired seven privately held companies from fiscal 2020 through the third quarter of fiscal 2022. The benefits we have received, and expect to receive, from these and other acquisitions depend on our ability to successfully conduct due diligence, negotiate the terms of the acquisition and integrate the acquired business into our systems, procedures and organizational structure. Any inaccuracy in our acquisition assumptions or any failure to uncover or mitigate liabilities or risks associated with the acquisition, such as differing or inadequate cybersecurity and data privacy protection controls or contractual limitations of liability, make the acquisition on favorable terms, integrate the acquired business or assets as and when expected or retain key employees of the acquired company may reduce or eliminate the expected benefits of the acquisition to us, increase our costs, disrupt our operations, result in additional liabilities, investigations and litigation, and may also harm our strategy, our business and our operating results. The failure to achieve expected acquisition benefits may also result in impairment charges for goodwill and purchased intangible assets.

We often incur expenses before we receive related benefits, and expenses may be difficult to reduce quickly if demand declines.

We base our expense levels in part on future revenue expectations and a significant percentage of our expenses are fixed. It is difficult to reduce our fixed costs quickly, and if revenue levels are below our expectations, operating results could be adversely impacted. During periods of uneven growth or decline, we may incur costs before we realize the anticipated related benefits, which could also harm our operating results. We have made, and will continue to make, significant investments in engineering, sales, service and support, marketing and other functions to support and grow our business. We are likely to recognize the costs associated with these investments earlier than some of the related anticipated benefits, such as revenue growth, and the return on these investments may be lower, or may develop more slowly, than we expect, which could harm our business, operating results, financial condition and cash flows.

Initiatives intended to make our cost structure, business processes and systems more efficient may not achieve the expected benefits and could inadvertently have an adverse effect on our business, operating results, financial condition and cash flows.

We continuously seek to make our cost structure and business processes more efficient, including by moving our business activities from higher-cost to lower-cost locations, outsourcing certain business processes and functions, and implementing changes to our business information systems. These efforts involve a significant investment of financial and human resources and significant changes to our current operating processes. In addition, as we move operations into lower-cost jurisdictions and outsource certain business processes, we become subject to new regulatory regimes and lose control of certain aspects of our operations and, as a consequence, become more dependent upon the systems and business processes of third-parties. If we are unable to move our operations, outsource business processes and implement new business information systems in a manner that complies with local law and maintains adequate standards, controls and procedures, the quality of our products and services may suffer and we may be subject to increased litigation risk, either of which could have an adverse effect on our business, operating results and financial condition. Additionally, we may not achieve the expected benefits of these and other transformational initiatives, which could harm our business, operating results, financial condition and cash flows.

We are exposed to credit risks and our investment portfolio may experience fluctuations in market value or returns.

We maintain an investment portfolio of various holdings, types, and maturities. Credit ratings and pricing of our investments can be negatively affected by liquidity, credit deterioration, financial results, economic risk, political risk, sovereign risk or other factors. As a result, the value and liquidity of our investments and the returns thereon may fluctuate substantially. A resurgence of COVID-19 or other circumstances could result in an economic slowdown and possibly cause a global recession. An economic slowdown or increased regional or global economic uncertainty may lead to failures of counterparties, including financial institutions, governments and insurers, which could result in a material decline in the value of our investment portfolio and substantially reduce our investment returns.

We have implemented a new segment reporting structure, which has been in effect for a limited period of time. There are no assurances that we will be able to successfully implement this change.

Effective at the end of the first quarter of fiscal 2022, we changed our operating and reporting segment structure from one reportable segment to two reportable segments, Public Cloud and Hybrid Cloud. The two segments are designed to reflect the way management and its chief operating decision maker allocate resources and assess the performance of the Company. There is no guarantee that this change will have the desired effect, and in the future we may need to further change our basis of segment reporting. In addition, we may incur additional costs and the risk of additional liabilities, both of which may impact the successful implementation of this change.

Risks Related to Our Customers and Sales

If we are unable to maintain and develop relationships with strategic partners, our revenues may be harmed.

Our growth strategy includes developing and maintaining strategic partnerships with major third-party software and hardware vendors to integrate our products into their products and also co-market our products with them. A number of our strategic partners are industry leaders that offer us expanded access to segments of the storage and data management markets. In particular, strategic partnerships with public cloud providers and other cloud service vendors are critical to the success of our cloud-based business. However, there is intense competition for attractive strategic partners, and these relationships may not be exclusive, may not generate significant revenues and may be terminated on short notice. For instance, some of our partners are also partnering with our competitors, which may increase the availability of competing solutions and harm our ability to grow our relationships with those partners. Moreover, some of our partners, particularly large, more diversified technology companies, including major cloud providers, are also competitors, thereby complicating our relationships. If we are unable to establish new partnerships or maintain existing partnerships, if our strategic partners favor their relationships with other vendors in the storage industry or if our strategic partners increasingly compete with us, we could experience lower than expected revenues, suffer delays in product development, or experience other harm to our business, operating results, financial condition and cash flows.

A portion of our revenues is generated by large, recurring purchases from various customers, resellers and distributors. A loss, cancellation or delay in purchases by any of these parties has negatively affected our revenues in the past, and could negatively affect our revenues in the future.

A significant portion of our net revenues is generated through sales to a limited number of customers and distributors. We generally do not enter into binding purchase commitments with our customers, resellers and distributors for extended periods of time, and thus there is no guarantee we will continue to receive large, recurring orders from these customers, resellers or distributors. For example, our reseller agreements generally do not require minimum purchases, and our customers, resellers and distributors can stop purchasing and marketing our products at any time. In addition, unfavorable economic conditions may negatively impact the solvency of our customers, resellers and distributors or the ability of such customers, resellers and distributors to obtain credit to finance purchases of our products. If any of our key customers, resellers or distributors changes its pricing practices, reduces the size or frequency of its orders for our products, or stops purchasing our products altogether, our operating results, financial condition and cash flows could be materially adversely impacted.

Our success depends upon our ability to effectively plan and manage our resources and restructure our business in response to changing market conditions and market demand for our products, and such actions may have an adverse effect on our business, operating results, financial condition and cash flows.

Our ability to successfully offer our products and services in a rapidly evolving market requires an effective planning, forecasting, and management process to enable us to effectively scale and adjust our business in response to fluctuating market opportunities and conditions.

We recently reorganized our sales resources, which included changes and additions to our sales leadership team, to gain operational efficiencies and improve the alignment of our resources with customer and market opportunities. We expect to continue developing our sales organization and go-to-market model towards these goals throughout fiscal 2022. The reorganization of our sales resources, and ongoing evolution of our go-to-market model, could result in short or long-term disruption of our sales cycles, may not produce the efficiencies and benefits desired, and could harm our operating results, financial condition and cash flows.

In response to changes in market conditions and market demand for our products, we have in the past undertaken cost savings initiatives. For example, in each of the fiscal years 2019 through 2022 we executed restructuring events designed to streamline our business, reduce our cost structure and focus our resources on key strategic opportunities. As a result, we have recognized substantial restructuring charges. In fiscal 2020, we further reorganized our go-to-market organization to streamline operations and improve alignment with customer and market opportunities. In the first quarter of fiscal 2021, we realigned resources to optimize our business and fund our biggest opportunities. We may in the future undertake initiatives that could include reorganizing our workforce, restructuring, disposing of, and/or otherwise discontinuing certain products, or a combination of these actions. Rapid changes in the size, alignment or organization of our workforce, including our business unit structure and sales account coverage, could adversely affect our ability to develop, sell and deliver products and services as planned or impair our ability to realize our current or future business and financial objectives. Any decision to take these actions may result in charges to earnings associated with, among other things, inventory or other fixed, intangible or goodwill asset reductions (including, without limitation, impairment charges), workforce and facility reductions and penalties and claims from third-party resellers or users of discontinued products. Charges associated with these activities could harm our operating results. In addition to the costs associated with these activities, we may not realize any of the anticipated benefits of the underlying restructuring activities.

Reduced U.S. government demand could materially harm our business, operating results, financial condition and cash flows. In addition, we could be harmed by claims that we have or a channel partner has failed to comply with regulatory and contractual requirements applicable to sales to the U.S. government.

The U.S. government is an important customer for us. However, government demand is uncertain, as it is subject to political and budgetary fluctuations and constraints. Events such as the U.S. federal government shutdown from December 2018 to January 2019 and continued uncertainty regarding the U.S. budget and debt levels have increased demand uncertainty for our products. In addition, like other customers, the U.S. government may evaluate competing products and delay purchasing in the face of the technology transitions taking place in the storage industry. If the U.S. government or an individual agency or multiple agencies within the U.S. government continue to reduce or shift their IT spending patterns, our operating results, including revenues may be harmed.

Selling our products to the U.S. government, whether directly or through channel partners, also subjects us to certain regulatory and contractual requirements. Failure to comply with these requirements by either us or our channel partners could subject us to investigations, fines, and other penalties, which could materially harm our operating results and financial condition. As an example, the United States Department of Justice (DOJ) and the General Services Administration (GSA) have in the past pursued claims against and financial settlements with IT vendors, including us and several of our competitors and channel partners, under the False Claims Act and other statutes related to pricing and discount practices and compliance with certain provisions of GSA contracts for sales to the federal government. Although the DOJ and GSA currently have no claims pending against us, we could face claims in the future. Violations of certain regulatory and contractual requirements, including with respect to data security, affirmative action program requirements, or COVID-19 vaccine mandates could also result in us being suspended or debarred from future government contracting. Any of these outcomes could have a material adverse effect on our business, operating results, financial condition and cash flows.

If we do not achieve forecasted sales orders in any quarter, our operating results, financial condition and cash flows could be harmed.

We derive a majority of our revenues in any given quarter from orders booked in the same quarter. Orders typically follow intra-quarter seasonality patterns weighted toward the back end of the quarter. If we do not achieve the level, timing and mix of orders consistent with our quarterly targets and historical patterns, or if we experience cancellations of significant orders, our operating results, financial condition and cash flows could be harmed.

Our gross margins may vary.

Our gross margins reflect a variety of factors, including competitive pricing, component and product design, and the volume and relative mix of revenues from product, software support, hardware support and other services offerings. Increased component costs, increased pricing and discounting pressures, the relative and varying rates of increases or decreases in component costs and product prices, or changes in the mix of revenue or decreased volume from product, software support, hardware support and other services offerings could harm our revenues, gross margins or earnings. Our gross margins are also impacted by the cost of any materials that are of poor quality and our sales and distribution activities, including, without limitation, pricing actions, rebates, sales initiatives and discount levels, and the timing of service contract renewals.

The costs of third-party components comprise a significant portion of our product costs. While we generally have been able to manage our component and product design costs, we may have difficulty managing these costs if supplies of certain components become limited or component prices increase. Any such limitation could result in an increase in our product costs. An increase in component or design costs relative to our product prices could harm our gross margins and earnings.

We are exposed to the credit and non-payment risk of our customers, resellers and distributors, especially during times of economic uncertainty and tight credit markets, which could result in material losses.

Most of our sales to customers are on an open credit basis, with typical payment terms of 30 days. We may experience increased losses as potentially more customers are unable to pay all or a portion of their obligations to us, particularly in the current environment when access to sources of liquidity may be limited as a result of the global COVID-19 pandemic. Beyond our open credit arrangements, some of our customers have entered into recourse and non-recourse financing leasing arrangements using third-party leasing companies. Under the terms of recourse leases, which are generally three years or less, we remain liable for the aggregate unpaid remaining lease payments to the third-party leasing companies in the event of end-user customer default. During periods of economic uncertainty, our exposure to credit risks from our customers increases. In addition, our exposure to credit risks of our customers may increase further if our customers and their customers or their lease financing sources are adversely affected by global economic conditions.

Risks Related to Our Products and Services

Any disruption to our supply chain could materially harm our business, operating results, financial condition and cash flows.

We do not manufacture our products or their components. Instead, we rely on third parties to manufacture our products and critical components, such as disk drives, as well as for associated logistics. Our lack of direct responsibility for, and control over, these elements of our business, as well as the diverse international geographic locations of our manufacturing partners and suppliers, creates significant risks for us, including, among other things:

- Impacts on our supply chain from adverse public health developments, including outbreaks of contagious diseases such as the ongoing COVID-19 pandemic;
- Limited number of suppliers for certain components;
- No guarantees of supply and limited ability to control the quality, quantity and cost of our products or of their components;
- The potential for binding price or purchase commitments with our suppliers at higher than market rates;
- Limited ability to adjust production volumes in response to our customers' demand fluctuations;
- Labor and political unrest at facilities we do not operate or own;
- Geopolitical disputes disrupting our supply chain;
- Business, legal compliance, litigation and financial concerns affecting our suppliers or their ability to manufacture and ship our products in the quantities, quality and manner we require; and
- Disruptions due to floods, earthquakes, storms and other natural disasters, particularly in countries with limited infrastructure and disaster recovery resources.

Such risks have subjected us, and could in the future subject us, to supply constraints, price increases and minimum purchase requirements and our business, operating results, financial condition and cash flows could be harmed. For example, the current global shortage of critical product components has caused us to experience increased prices and extended lead times for certain critical components. The shortage could reduce our flexibility to react to product mix changes and disrupt our production schedule. The risks associated with our outsourced manufacturing model are particularly acute when we transition products to new facilities or manufacturers, introduce and increase volumes of new products or qualify new contract manufacturers or suppliers, at which times our ability to manage the relationships among us, our manufacturing partners and our component suppliers, becomes critical. New manufacturers, products, components or facilities create increased costs and risk that we will fail to deliver high quality products in the required volumes to our customers. Any failure of a manufacturer or component supplier to meet our quality, quantity or delivery requirements in a cost-effective manner will harm our business, including customer relationships and as a result could harm our operating results, financial condition and cash flows.

We rely on a limited number of suppliers for critical product components.

We rely on a limited number of suppliers for drives and other components utilized in the assembly of our products, including certain single source suppliers, which has subjected us, and could in the future subject us, to price rigidity, periodic supply constraints, and the inability to produce our products with the quality and in the quantities demanded. Consolidation among suppliers, particularly within the semiconductor and disk drive industries, has contributed to price rigidity and supply constraints. When industry supply is constrained, or the supply chain is disrupted, our suppliers may allocate volumes away from us and to our competitors, all of which rely on many of the same suppliers as we do. Accordingly, our business, operating results, financial condition and cash flows may be harmed.

If a cybersecurity or other security breach occurs on our systems, within our supply chain, or on our end-user customer systems, or if stored data is improperly accessed, customers may reduce or cease using our solutions, our reputation may be harmed and we may incur significant liabilities.

We store and transmit, and sell products and services that store and transmit, personal, sensitive and proprietary data related to our products, our employees, customers, clients and partners (including third-party vendors such as data centers and providers of SaaS, cloud computing, and internet infrastructure and bandwidth), and their respective customers, including intellectual property, books of record and personal information. It is critical to our business strategy that our infrastructure, products and services remain secure and are perceived by customers, clients and partners to be secure. There are numerous and evolving risks to cybersecurity and privacy, including criminal hackers, state-sponsored intrusions, industrial espionage, human error and technological vulnerabilities. Cybersecurity incidents or other security breaches could result in (1) unauthorized access to, or loss or unauthorized use, alteration, or disclosure of, such information; (2) litigation, indemnity obligations, government investigations and proceedings, and other possible liabilities; (3) negative publicity; and (4) disruptions to our internal and external operations. Any of these could damage our reputation and public perception of the security and reliability of our products, as well as harm our business and cause us to incur significant liabilities. In addition, a cybersecurity incident or loss of personal information, or other security breach could result in other negative consequences, including remediation costs, disruption of internal operations, increased cybersecurity protection costs and lost revenues.

Our clients and customers use our platforms for the transmission and storage of sensitive data. We do not review the information or content that our clients and their customers upload and store, and, therefore, we have no direct control over the substance of the information or content stored within our platforms. If our employees, or our clients, partners or their respective customers use our platforms for the transmission or storage of personal or other sensitive information or our supply chain cybersecurity is compromised and our security measures are breached as a result of third-party action, employee error, malfeasance, stolen or fraudulently obtained log-in credentials or otherwise, our reputation could be damaged, our business may be harmed and we could incur significant liabilities.

High-profile cyberattacks and security breaches have increased in recent years, with the potential for such acts heightened as a result of the number of employees working remotely due to COVID-19. Security industry experts and government officials have warned about the risks of hackers and cyberattacks targeting IT products and businesses. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. As we continue to increase our client base and expand our brand, we may become more of a target for third parties seeking to compromise our security systems and we anticipate that hacking attempts and cyberattacks will increase in the future. We cannot give assurance that we will always be successful in preventing or repelling unauthorized access to our systems. We also may face delays in our ability to identify or otherwise respond to any cybersecurity incident or any other breach. Additionally, we use third-party service providers to provide some services to us that involve the storage or transmission of data, such as SaaS, cloud computing, and internet infrastructure and bandwidth, and they face various cybersecurity threats and also may suffer cybersecurity incidents or other security breaches.

Many jurisdictions have enacted or are enacting laws requiring companies to notify regulators or individuals of data security incidents involving certain types of personal data. These mandatory disclosures regarding security incidents often lead to widespread negative publicity. Moreover, the risk of reputational harm may be magnified and/or distorted through the rapid dissemination of information over the internet, including through news articles, blogs, social media, and other online communication forums and services. Any security incident, loss of data, or other security breach, whether actual or perceived, or whether impacting us or our third-party service providers, could harm our reputation, erode customer confidence in the effectiveness of our data security measures, negatively impact our ability to attract new customers, cause existing customers to elect not to renew their support contracts or their SaaS subscriptions, or subject us to third-party lawsuits, regulatory fines or other action or liability, which could materially and adversely affect our business and operating results.

There can be no assurance that the limitations of liability in our contracts would be enforceable or adequate or would otherwise protect us from any such liabilities or damages with respect to any particular claim. Our existing general liability insurance coverage and coverage for errors and omissions may not continue to be available on acceptable terms or may not be available in sufficient amounts to cover one or more large claims, or our insurers may deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceeds available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, operating results, financial condition and cash flows.

If a data center or other third-party who relies on our products experiences a disruption in service or a loss of data, such disruption could be attributed to the quality of our products, thereby causing financial or reputational harm to our business.

Our clients, including data centers, SaaS, cloud computing and internet infrastructure and bandwidth providers, rely on our products for their data storage needs. Our clients may authorize third-party technology providers to access their data on our systems. Because we do not control the transmissions between our clients, their customers, and third-party technology providers, or the processing of such data by third-party technology providers, we cannot ensure the complete integrity or security of such transmissions or processing. Errors or wrongdoing by clients, their customers, or third-party technology providers resulting in actual or perceived security breaches may result in such actual or perceived breaches being attributed to us.

A failure or inability to meet our clients' expectations with respect to security and confidentiality through a disruption in the services provided by these third-party vendors, or the loss or alteration of data stored by such vendors, could result in financial or reputational harm to our business to the extent that such disruption or loss is caused by, or perceived by our customers to have been caused by, defects in our products. Moreover, the risk of reputational harm may be magnified and/or distorted through the rapid dissemination of information over the internet, including through news articles, blogs, social media, and other online communication forums and services. This may affect our ability to retain clients and attract new business.

Failure to comply with new and existing laws and regulations relating to privacy, data protection, and information security could cause harm to our reputation, result in liability and adversely impact our business.

Our business is subject to increasing regulation by various federal, state and international governmental agencies responsible for enacting and enforcing laws and regulations relating to privacy, data protection, and information security. For example, since the effective date of the EU's General Data Privacy Regulation in 2018, the Court of Justice of the European Union has issued rulings that have impacted how multinational companies must implement that law and the European Commission ("EC") has published new regulatory requirements relating to cross-border data transfers applicable to multinational companies like NetApp. NetApp relies on a variety of compliance methods to transfer personal data of European Economic Area ("EEA") individuals to other countries, including Binding Corporate Rules and Standard Contractual Clauses ("SCCs"). In June 2021, the EC imposed new SCC requirements which impose certain contract and operational requirements on NetApp and its contracting parties, including requirements related to government access transparency, enhanced data subject rights, and broader third-party assessments to ensure safeguards necessary to protect personal data transferred from NetApp or its partners to countries outside the EEA. To the extent NetApp relies on SCCs, such engagements will require new contractual arrangements under the updated requirements to avoid limitations on NetApp's ability to process EEA data in countries outside of the EEA. In addition to the EU's General Data Privacy Regulation, other global governments have adopted new privacy and data protection laws. In particular, the UK's exit from the EU has resulted in a parallel comprehensive privacy law known as the UK General Data Protection Regulation, which is similarly supplemented by other domestic data protection laws, such as the UK Data Protection Act 2018.

The rapidly evolving regulatory framework in this area is likely to remain uncertain for the foreseeable future. In addition, changes in the interpretation and enforcement of existing laws and regulations could impact our business operations and those of our partners, vendors and customers. Customers, privacy advocates and industry groups also may propose new and different self-regulatory standards or standards of care that may legally or contractually apply to us, and these standards may be subject to change. These factors create uncertainty and we cannot yet determine the impact such future laws, regulations and standards, or changes to such laws, regulations, or standards, or to their interpretation or enforcement, may have on our business or the businesses of our partners, vendors and customers. In addition, changes in the interpretation of existing laws and regulations could impact our business operations and those of our partners, vendors and customers.

Because the interpretation and application of many laws and regulations relating to privacy, data protection and information security, along with industry standards, are uncertain, it is possible that relevant laws, regulations, or standards may be interpreted and applied in manners that are, or are alleged to be, inconsistent with our data management practices or the features of our products. Any failure, or perceived failure, by us or our business partners to comply with federal, state or international laws and regulations relating to privacy, data protection, and information security, commitments relating to privacy, data protection, and information security contained in our contracts, self-regulatory standards that apply to us or that third parties assert are applicable to us, or our policies or notices we post or make available could subject us to claims, investigations, sanctions, enforcement actions and other proceedings, disgorgement of profits, fines, damages, civil and criminal liability, penalties or injunctions.

Additionally, as a technology provider, our customers expect that we can demonstrate compliance with laws and regulations relating to privacy, data protection, and information security, and our inability or perceived inability to do so may adversely impact sales of our products and services, particularly to customers in highly-regulated industries. We have invested company resources in complying with new laws, regulations, and other obligations relating to privacy, data protection, and information security, and we may be required to make additional, significant changes in our business operations, all of which may adversely affect our revenue and our business overall. As a result of any inability to comply with such laws and regulations, our reputation and brand may be harmed, we could incur significant costs, and financial and operating results could be materially adversely affected, and we could be required to modify or change our products or our business practices, any of which could have an adverse effect on our business. Our business could be subject to stricter obligations, greater fines and private causes of action, including class actions, under the enactment of new laws and regulations relating to privacy, data protection, and information security, including but not limited to, the European Union

General Data Protection Regulation, which provides for penalties of up to 20 million Euros or four percent of our annual global revenues, UK General Data Protection Regulation, which provides for penalties up to 15 million Pounds or four percent of our annual global revenue, the California Consumer Privacy Act and the California Privacy Rights Act, and other U.S. state-based regulation.

If our products or services are defective, or are perceived to be defective as a result of improper use or maintenance, our operating results, including gross margins, and customer relationships may be harmed.

Our products and services are complex. We have experienced in the past, and expect to experience in the future, quality issues impacting certain products, and in the future, we could experience reliability issues with services we provide. Such quality and reliability issues may be due to, for example, our own designs or processes, the designs or processes of our suppliers, and/or flaws in third-party software used in our products. These types of risks are most acute when we are introducing new products. Quality or reliability issues have and could again in the future cause customers to experience outages or disruptions in service, data loss or data corruption. If we fail to remedy a product defect or flaw, we may experience a failure of a product line, temporary or permanent withdrawal from a product or market, damage to our reputation, loss of revenue, inventory costs or product reengineering expenses and higher ongoing warranty and service costs, and these occurrences could have a material impact on our gross margins, business and operating results. In addition, we exercise little control over how our customers use or maintain our products and services, and in some cases improper usage or maintenance could impair the performance of our products and services, which could lead to a perception of a quality or reliability issue. Customers may experience losses that may result from or are alleged to result from defects or flaws in our products and services, which could subject us to claims for damages, including consequential damages.

Changes in regulations relating to our products or their components, or the manufacture, sourcing, distribution or use thereof, may harm our business, operating results financial condition and cash flows.

The laws and regulations governing the manufacturing, sourcing, distribution and use of our products have become more complex and stringent over time. For example, in addition to various environmental laws relating to carbon emissions, the use and discharge of hazardous materials and the use of certain minerals originating from identified conflict zones, many governments, including the U.S., the United Kingdom and Australia, have adopted regulations concerning the risk of human trafficking in supply chains which govern how workers are recruited and managed. We incur costs to comply with the requirements of such laws. Further, since our supply chain is complex, we may face reputational harm if our customers or other stakeholders conclude that we are unable to verify sufficiently the origins of the minerals used in the products we sell or the actions of our suppliers with respect to workers. As the laws and regulations governing our products continue to expand and change, our costs are likely to rise, and the failure to comply with any such laws and regulations could subject us to business interruptions, litigation risks and reputational harm.

Some of our products are subject to U.S. export control laws and other laws affecting the countries in which our products and services may be sold, distributed, or delivered, and any violation of these laws could have a material and adverse effect on our business, operating results, financial condition and cash flows.

Due to the global nature of our business, we are subject to import and export restrictions and regulations, including the Export Administration Regulations administered by the Commerce Department’s Bureau of Industry and Security (BIS) and the trade and economic sanctions regulations administered by the Treasury Department’s Office of Foreign Assets Control (OFAC). The U.S., through the BIS and OFAC, places restrictions on the sale or export of certain products and services to certain countries and persons. The BIS and OFAC have also placed restrictions on dealing with certain "blocked” entities, such as Russia’s federal security service (FSB), including the Company’s filing of notifications to the FSB for exporting certain products to Russia. Violators of these export control and sanctions laws may be subject to significant penalties, which may include significant monetary fines, criminal proceedings against them and their officers and employees, a denial of export privileges, and suspension or debarment from selling products to the federal government. Our products could be shipped to those targets by third parties, including potentially our channel partners, despite our precautions.

If we were ever found to have violated U.S. export control laws, we may be subject to various penalties available under the laws, any of which could have a material and adverse impact on our business, operating results and financial condition. Even if we were not found to have violated such laws, the political and media scrutiny surrounding any governmental investigation of us could cause us significant expense and reputational harm. Such collateral consequences could have a material adverse impact on our business, operating results, financial condition and cash flows.

Our failure to protect our intellectual property could harm our business, operating results, financial condition and cash flows.

Our success depends significantly upon developing, maintaining and protecting our proprietary technology. We rely on a combination of patents, copyrights, trademarks, trade secrets, confidentiality procedures and contractual provisions with employees, resellers, strategic partners and customers, to protect our proprietary rights. We currently have multiple U.S. and international patent applications pending and multiple U.S. and international patents issued. The pending applications may not be approved, and our existing and future patents may be challenged. If such challenges are brought, the patents may be invalidated. We may not be able to develop proprietary products or technologies that are patentable, and patents issued to us may not provide us with any competitive advantages and may be challenged by third parties. Further, the patents of others may materially and adversely affect our ability to do business. In addition, a failure to obtain and defend our trademark registrations may impede our marketing and branding efforts and competitive condition. Litigation may be necessary to protect our proprietary technology. Any such litigation may be time-consuming and costly. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or obtain and use information that we regard as proprietary. In addition, the laws of some foreign countries do not protect proprietary rights to as great an extent as do the laws of the U.S. Our means of protecting our proprietary rights may not be adequate or our competitors may independently develop similar technology, duplicate our products, or design around patents issued to us or other intellectual property rights of ours. In addition, while we train employees in confidentiality practices and include terms in our employee and consultant agreements to protect our intellectual property, there is persistent risk that some individuals will improperly take our intellectual property after terminating their employment or other engagements with us, which could lead to intellectual property leakage to competitors and a loss of our competitive advantages.

We may be found to infringe on intellectual property rights of others.

We compete in markets in which intellectual property infringement claims arise in the normal course of business. Third parties have, from time to time, asserted intellectual property-related claims against us, including claims for alleged patent infringement brought by non-practicing entities. Such claims may be made against our products and services, our customers' use of our products and services, or a combination of our products and third-party products. We also may be subject to claims and indemnification obligations from customers and resellers with respect to third-party intellectual property rights pursuant to our agreements with them. If we refuse to indemnify or defend such claims, even in situations in which the third-party's allegations are meritless, then customers and resellers may refuse to do business with us.

Patent litigation is particularly common in our industry. We have been, and continue to be, in active patent litigations with non-practicing entities. While we vigorously defend our ability to compete in the marketplace, there is no guarantee that, in patent or other types of intellectual property litigation, we will prevail at trial or be able to settle at a reasonable cost. If a judge or jury were to find that our products infringe, we could be required to pay significant monetary damages and be subject to an injunction that could cause product shipment delays, require us to redesign our products, affect our ability to supply or service our customers, and/or require us to enter into compulsory royalty or licensing agreements.

We expect that companies in the network storage and data management markets will increasingly be subject to infringement claims as the number of products and competitors in our industry segment grows and the functionality of products in different industry segments overlaps. Any such claims, and any such infringement claims discussed above, could be time consuming, result in costly litigation, cause suspension of product shipments or product shipment delays, require us to redesign our products, or require us to enter into royalty or licensing agreements, any of which could materially and adversely affect our operating results, financial condition and cash flows. Such royalty or licensing agreements, if required, may not be available on terms acceptable to us or at all.

We rely on software from third parties, and a failure to properly manage our use of third-party software could result in increased costs or loss of revenue.

Many of our products are designed to include software licensed from third parties. Such third-party software includes software licensed from commercial suppliers and software licensed under public open source licenses. We have internal processes to manage our use of such third-party software. However, if we fail to adequately manage our use of third-party software, then we may be subject to copyright infringement or other third-party claims. If we are non-compliant with a license for commercial software, then we may be required to pay penalties or undergo costly audits pursuant to the license agreement. In the case of open-source software licensed under certain "copyleft" licenses, the license itself may require, or a court-imposed remedy for non-compliant use of the open source software may require, that proprietary portions of our own software be publicly disclosed or licensed. This could result in a loss of intellectual property rights, increased costs, damage to our reputation and/or a loss of revenue.

Our failure to adjust to emerging standards in the storage and data management industry may harm our business.

Emerging standards in the storage and data management markets may adversely affect the UNIX®, Windows® and World Wide Web server markets upon which we depend. For example, we provide our open access data retention solutions to customers within the financial services, healthcare, pharmaceutical and government market segments, industries that are subject to various evolving governmental regulations with respect to data access, reliability and permanence in the U.S. and in the other countries in which we operate. If our products do not meet and continue to comply with these evolving governmental regulations in this regard, customers in these market and geographical segments will not purchase our products, and we may not be able to expand our product offerings in these market and geographical segments at the rates which we have forecasted.

Risks Related to Our Securities

Our stock price is subject to volatility.

Our stock price is subject to changes in recommendations or earnings estimates by financial analysts, changes in investors' or analysts' valuation measures for our stock, changes in our capital structure, including issuance of additional debt, changes in our credit ratings, our ability to pay dividends and to continue to execute our stock repurchase program as planned and market trends unrelated to our performance.

Our ability to pay quarterly dividends and to continue to execute our stock repurchase program as planned will be subject to, among other things, our financial condition and operating results, available cash and cash flows in the U.S., capital requirements, and other factors. Future dividends are subject to declaration by our Board of Directors, and our stock repurchase program does not obligate us to acquire any specific number of shares. However, if we fail to meet any investor expectations related to dividends and/or stock repurchases, the market price of our stock could decline significantly, and could have a material adverse impact on investor confidence. Additionally, price volatility of our stock over a given period may cause the average price at which we repurchase our own stock to exceed the stock's market price at a given point in time.

Furthermore, speculation in the press or investment community about our strategic position, financial condition, results of operations or business can cause changes in our stock price. These factors, as well as general economic and political conditions and the timing of announcements in the public market regarding new products or services, product enhancements or technological advances by our competitors or us, and any announcements by us of acquisitions, major transactions, or management changes may adversely affect our stock price.

Our quarterly operating results may fluctuate materially, which could harm our common stock price.

Our operating results have fluctuated in the past and will continue to do so, sometimes materially. All of the matters discussed in this Risk Factors section could impact our operating results in any fiscal quarter or year. In addition to those matters, we face the following issues, which could impact our quarterly results:

- Seasonality, such as our historical seasonal decline in revenues in the first quarter of our fiscal year and seasonal increase in revenues in the fourth quarter of our fiscal year;
- Linearity, such as our historical intra-quarter customer orders and revenue pattern in which a disproportionate percentage of each quarter's total orders and related revenue occur in the last month of the quarter; and
- Unpredictability associated with larger scale enterprise software license agreements which generally take longer to negotiate and occur less consistently than other types of contracts, and for which revenue attributable to the software license component is typically recognized in full upon delivery.

If our operating results fall below our forecasts and the expectations of public market analysts and investors, the trading price of our common stock may decline.

There are risks associated with our outstanding and future indebtedness.

As of January 28, 2022, we had $2.7 billion aggregate principal amount of outstanding indebtedness for our senior notes that mature at specific dates in calendar years 2022, 2024, 2025, 2027 and 2030. We may incur additional indebtedness in the future under existing credit facilities and/or enter into new financing arrangements. We may fail to pay these or additional future obligations, as and when required. Specifically, if we are unable to generate sufficient cash flows from operations or to borrow sufficient funds in the future to service or refinance our debt, our business, operating results, financial condition and cash flows will be harmed. Any downgrades from credit rating agencies such as Moody's Investors Service or Standard & Poor's Rating Services may adversely impact our ability to obtain additional financing or the terms of such financing and reduce the market capacity for our commercial paper. Furthermore, if prevailing interest rates or other factors result in higher interest rates upon any potential future financing, then interest expense related to the refinance indebtedness would increase.

In addition, all our debt and credit facility arrangements subject us to continued compliance with restrictive and financial covenants. If we do not comply with these covenants or otherwise default under the arrangements, we may be required to repay any outstanding amounts borrowed under these agreements. Moreover, compliance with these covenants may restrict our strategic or operational flexibility in the future, which could harm our business, operating results, financial condition and cash flows.

General Risks

We are unable to predict the extent to which the global COVID-19 pandemic may adversely impact our business, operating results, financial condition, and cash flows.

The COVID-19 pandemic and efforts to control its spread have significantly curtailed the movement of people, goods and services worldwide, including in most or all of the regions in which we sell our products and services and conduct our business operations. While we are currently considered an essential business in many of the key regions in which we operate, including in the United States (U.S.), there is no guarantee that we will continue to be classified as such. We have taken precautionary measures intended to minimize the risk of the virus to our employees, our customers, and the communities in which we operate such as India, including office closures and working remotely for the vast majority of employees, all of which could negatively impact our business. The magnitude and duration of the disruption and resulting decline in business activity is uncertain and has limited our ability to forecast future demand for our products and services as well as the timing of future supply of product components. The COVID-19 pandemic and its uneven recovery have adversely affected, and we expect may continue to adversely affect, our business in a variety of ways, including by negatively impacting the demand for our products and services, and our ability to build and convert our sales pipeline (including delayed and deferred purchases); restricting our sales, marketing and distribution efforts; disrupting our supply chain, including delaying delivery and increasing the cost of critical product components, and our ability to deliver product to customers; and constraining business operations, research and development capabilities, engineering, design and manufacturing processes and other important business activities, including in India. In addition, the COVID-19 pandemic has disrupted the operations of our suppliers, customers and partners for an indefinite period of time, including as a result of travel restrictions and/or business shutdowns and limited access to capital markets, all of which have and may continue to negatively impact our business and results of operations, including cash flows. Accordingly, we expect the COVID-19 pandemic to have a negative impact on our future sales and results of operations, the magnitude and duration of which we are unable to predict. Additionally, concerns over the economic impact of COVID-19 pandemic have caused extreme volatility in financial and other capital markets, which volatility has and may continue to adversely impact our stock price and could impact our ability to access capital markets. More generally, the COVID-19 pandemic has adversely affected economies and financial markets globally, potentially leading to a prolonged economic downturn, which could decrease technology spending and adversely affect demand for our offerings and harm our business and results of operations for an extended period of time. To the extent that the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this “Risk Factors” section and those incorporated by reference herein, such as those relating to our products and services, financial performance, credit rating and debt obligations.

Our business could be materially and adversely affected as a result of natural disasters, terrorist acts or other catastrophic events.

We depend on the ability of our personnel, inventories, equipment and products to move reasonably unimpeded around the world. Any political, military, terrorism, global trade, world health or other issue that hinders this movement or restricts the import or export of materials could lead to significant business disruptions. For example, the ongoing COVID-19 pandemic is impeding the mobility of our personnel, inventories, equipment and products and disrupting our business operations. Furthermore, any economic failure or other material disruption caused by natural disasters, including fires, floods, hurricanes, earthquakes, and volcanoes; power loss or shortages; environmental disasters; telecommunications or business information systems failures or break-ins and similar events could also adversely affect our ability to conduct business. If such disruptions result in cancellations of customer orders or contribute to a general decrease in economic activity or corporate spending on IT, or directly impact our marketing, manufacturing, financial and logistics functions, or impair our ability to meet our customer demands, our operating results and financial condition could be materially adversely affected. Our headquarters is located in Northern California, an area susceptible to earthquakes and wildfires. If any significant disaster were to occur there, our ability to operate our business and our operating results, financial condition and cash flows could be adversely impacted.

We could be subject to additional income tax liabilities.

Our effective tax rate is influenced by a variety of factors, many of which are outside of our control. These factors include among other things, fluctuations in our earnings and financial results in the various countries and states in which we do business, changes to the tax laws in such jurisdictions and the outcome of income tax audits. Changes to any of these factors could materially impact our operating results, financial condition and cash flows.

We receive significant tax benefits from sales to our non-U.S. customers. These benefits are contingent upon existing tax laws and regulations in the U.S. and in the countries in which our international operations are located. Future changes in domestic or international tax laws and regulations or a change in how we manage our international operations could adversely affect our ability to continue realizing these tax benefits.

Many countries around the world are beginning to implement legislation and other guidance to align their international tax rules with the Organisation for Economic Co-operation and Development’s Base Erosion and Profit Shifting recommendations and related action plans that aim to standardize and modernize global corporate tax policy, including changes to cross-border tax, transfer-pricing documentation rules and nexus-based tax incentive practices. As a result, many of these changes, if enacted, could increase our worldwide effective tax rate and harm our operating result, financial condition and cash flows.

Our effective tax rate could also be adversely affected by changes in tax laws and regulations and interpretations of such laws and regulations, which in turn would negatively impact our earnings and cash and cash equivalent balances we currently maintain. Additionally, our effective tax rate could also be adversely affected if there is a change in international operations, our tax structure and how our operations are managed and structured, and as a result, we could experience harm to our operating results and financial condition. Evolving or revised tax laws and regulations globally, including the 2017 Tax Cuts and Jobs Act deferral on tax deductions for certain research and development expenses could change the amount or accounting treatment of the expense we occur in the future. Changes in U.S. corporate tax law are currently being considered by the U.S. Congress and if certain of these proposals are ultimately enacted into legislation, they could materially impact our operations and financial results.

We are routinely subject to income tax audits in the U.S. and several foreign tax jurisdictions. If the ultimate determination of income taxes or at-source withholding taxes assessed under these audits results in amounts in excess of the tax provision we have recorded or reserved for, our operating results, financial condition and cash flows could be adversely affected.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Purchases of equity securities

The following table provides information with respect to the shares of common stock repurchased by us during the three months ended January 28, 2022:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares That May Yet Be Purchased Under The Repurchase Program
	(Shares in thousands)		(Shares in thousands)	(Dollars in millions)
October 30, 2021 - November 26, 2021	358	$ 89.61	343,155	$ 595
November 27, 2021 - December 24, 2021	446	$ 88.86	343,601	$ 555
December 25, 2021 - January 28, 2022	585	$ 91.01	344,186	$ 502
Total	1,389	$ 89.96		

In May 2003, our Board of Directors approved a stock repurchase program. As of January 28, 2022, our Board of Directors has authorized the repurchase of up to $14.1 billion of our common stock. Since inception of the program through January 28, 2022, we repurchased a total of 344 million shares of our common stock for an aggregate purchase price of $13.6 billion. Under this program, we may purchase shares of our outstanding common stock through solicited or unsolicited transactions in the open market, in privately negotiated transactions, through accelerated share repurchase programs, pursuant to a Rule 10b5-1 plan or in such other manner as deemed appropriate by our management. The stock repurchase program may be suspended or discontinued at any time, and it was suspended for the first half of fiscal 2021 due to the economic impact of the COVID-19 pandemic. We reinitiated our stock repurchase program in the third quarter of fiscal 2021.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

The following documents are filed as exhibits to this report.

Exhibit No	Description	Incorporation by Reference Form	File No.	Exhibit	Filing Date
10.1*	Form of Restricted Stock Unit Agreement approved for use under the Company's 2021 Equity Incentive Plan (Non-Employee Director), effective November 1, 2021.	—	—	—	—
10.2*	Outside Director Compensation Policy, effective November 1, 2021.	—	—	—	—
10.3	Form Amendment No.1 to Amended and Restated Credit Agreement, dated as of November 17, 2021, by and among the Company, the lenders from time to time party thereto and JPMorgan Chase Bank, N.A. as administrative agent.	—	—	—	—
31.1	Certification of the Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.	—	—	—	—
31.2	Certification of the Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.	—	—	—	—
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.	—	—	—	—
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.	—	—	—	—
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document	—	—	—	—
101.SCH	Inline XBRL Taxonomy Extension Schema Document	—	—	—	—
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document	—	—	—	—
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	—	—	—	—
101.LAB	Inline XBRL Taxonomy Label Linkbase Document	—	—	—	—
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	—	—	—	—
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)	—	—	—	—

* Identifies management plan or compensatory plan or arrangement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NETAPP, INC.
(Registrant)

/s/ MICHAEL J. BERRY
Michael J. Berry
Executive Vice President and
Chief Financial Officer

Date: March 2, 2022

Exhibit 10.1

NETAPP, INC.

2021 EQUITY INCENTIVE PLAN

RESTRICTED STOCK UNIT AGREEMENT (NON-EMPLOYEE DIRECTORS)

NOTICE OF RESTRICTED STOCK UNIT GRANT

Unless otherwise defined herein, the terms defined in the NetApp, Inc. 2021 Equity Incentive Plan (the "**Plan**") will have the same defined meanings in this Restricted Stock Unit Agreement (Non-Employee Directors) which includes the Notice of Restricted Stock Unit Grant (the "**Notice of Grant**"), the Terms and Conditions of Restricted Stock Unit Grant, attached hereto as **Exhibit A** and all other exhibits, appendices, and addenda attached hereto (the "**Award Agreement**").

Participant Name:

Address:

The Participant has been granted an Award of Restricted Stock Units, subject to the terms and conditions of the Plan, this Award Agreement and the Company's Outside Director Compensation Policy, as may be amended from time to time (the "**Policy**"), as follows:

Grant Number: ________________________________

Date of Grant: ________________________________

Vesting Commencement Date: ________________________________

Total Number of Restricted Stock Units: ________________________________

Vesting Schedule:

Subject to any acceleration provisions contained in the Plan, this Award Agreement, the Policy or any other written agreement authorized by the Administrator between Participant and the Company (or any Parent or Subsidiary of the Company, as applicable) governing the terms of this Award, the Restricted Stock Units will be scheduled to vest according to the following vesting schedule, subject to Participant continuing to be a Director through the applicable vesting date:

100% of the Restricted Stock Units will vest on the day immediately preceding the date of the next Annual Stockholders Meeting of the Company following the Date of Grant.

Participant acknowledges and agrees that by clicking the "ACCEPT" button corresponding to this grant through the grant acceptance page on E*TRADE, it will act as Participant's electronic signature to the Award Agreement and Participant acknowledges and agrees that this Award of Restricted Stock Units is granted under and governed by the terms and conditions of the Plan and this Award Agreement, including the Terms and Conditions of Restricted Stock Unit Grant, attached hereto as **Exhibit A** and all other exhibits, appendices and addenda attached hereto, all of which are made a part of this document. Participant acknowledges receipt of a copy of the Plan. Participant has reviewed the Plan and this Award Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Award Agreement and fully understands all provisions of the Plan and this Award Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions relating to the Plan or this Award Agreement.

Participant should retain a copy of Participant's electronically signed Award Agreement; Participant may obtain a paper copy at any time and at the Company's expense by requesting one from Stock Administration at stockadmin@netapp.com. If Participant would prefer not to electronically sign this Award Agreement, Participant may accept this Award Agreement by signing a paper copy of the Award Agreement and delivering it to Stock Administration at 3060 Olsen Drive, San Jose, CA 95128. A copy of the Plan is available upon request made to Stock Administration.

EXHIBIT A

NETAPP, INC.

2021 EQUITY INCENTIVE PLAN

RESTRICTED STOCK UNIT AGREEMENT (NON-EMPLOYEE DIRECTORS)

TERMS AND CONDITIONS OF RESTRICTED STOCK UNIT GRANT

1. **Grant of Restricted Stock Units**. The Company hereby grants to the individual ("**Participant**") named in the Notice of Restricted Stock Unit Grant of this Award Agreement (the "**Notice of Grant**") under the Plan an Award of Restricted Stock Units, and subject to the terms and conditions of this Award Agreement, the Policy and the Plan, which is incorporated herein by reference. Subject to Section 21 of the Plan, in the event of a conflict between the terms and conditions of the Plan and this Award Agreement, the terms and conditions of the Plan shall prevail.

2. **Company's Obligation to Pay**. Each Restricted Stock Unit represents the right to receive a Share (or a cash amount equal to the value of a Share on the date it becomes vested if the Company elects to settle the Restricted Stock Unit in cash or in a combination of Shares and cash) on the date it vests. Unless and until the Restricted Stock Units will have vested in the manner set forth in Sections 3 through 5, Participant will have no right to payment of any such Restricted Stock Units. Prior to actual payment of any vested Restricted Stock Units, such Restricted Stock Unit will represent an unsecured obligation of the Company, payable (if at all) only from the general assets of the Company.

3. **Vesting Schedule**. Except as provided in Sections 4 and 5, and subject to Section 6, the Restricted Stock Units awarded by this Award Agreement will vest in accordance with the vesting provisions set forth in the Notice of Grant. Unless specifically provided otherwise in this Award Agreement or other written agreement authorized by the Administrator between Participant and the Company or any Parent or Subsidiary of the Company, as applicable, governing the terms of this Award, Restricted Stock Units scheduled to vest on a certain date or upon the occurrence of a certain condition will not vest in accordance with any of the provisions of this Award Agreement, unless Participant will have been continuously serving as a Director from the Date of Grant until the date such vesting occurs.

4. **Acceleration of Vesting**.

(a) **Death or Disability**. If Participant ceases to serve as a Director by reason of death or Disability prior to the vesting of the Restricted Stock Units awarded by this Award Agreement, then 100% of such Restricted Stock Units will fully vest.

(b) **Change in Control**. In the event of a merger of the Company with or into another corporation or other entity or a Change in Control that occurs during Participant's period of Board service, then 100% of the Restricted Stock Units awarded by this Award Agreement will fully vest immediately prior to the closing of the merger or Change in Control.

5. **Payment after Vesting**.

(a) **General Rule**. Subject to Sections 7 and 9, any Restricted Stock Units that vest will be paid to Participant (or in the event of Participant's death, to his or her properly designated beneficiary or estate) in whole Shares (or, at the election of the Company, in cash or a combination of Shares or cash). Subject to the provisions of Sections 2, 5(c) and 7, such vested Restricted Stock Units shall be paid in whole Shares as soon as practicable after vesting, but in each such case within sixty (60) days following the vesting date. In no event will Participant be permitted, directly or indirectly, to specify the taxable year of payment of any Restricted Stock Units payable under this Award Agreement.

(b) **Discretionary Acceleration**. The Administrator, in its discretion, may accelerate the vesting of the balance, or some lesser portion of the balance, of the unvested Restricted Stock Units at any time, subject to the terms of the Plan. If so accelerated, such Restricted Stock Units will be considered as having vested as of the date specified by the Administrator.

(c) **Section 409A**.

(i) If Participant is a U.S. taxpayer, the payment of Shares vesting pursuant to this Award Agreement (including any discretionary acceleration under Section 5(b)) shall in all cases be paid at a time or in a manner that is exempt from, or complies with, Section 409A. The prior sentence may be superseded in a future agreement or amendment to this Award Agreement only by direct and specific reference to such sentence.

(ii) Notwithstanding anything in the Plan or this Award Agreement or any other agreement (whether entered into before, on or after the Date of Grant), if the vesting of the balance, or some lesser portion of the balance, of the Restricted Stock Units is accelerated in connection with the termination of Participant's status as a Service Provider (provided that such termination is a "separation from service" within the meaning of Section 409A, as determined by the Administrator), other than due to Participant's death, and if (x) Participant is a U.S. taxpayer and a "specified employee" within the meaning of Section 409A at the time of such termination as a Service Provider and (y) the payment of such accelerated Restricted Stock Units will result in the imposition of additional tax under Section 409A if paid to Participant on or within the six (6) month period following the cessation of Participant's status as a Service Provider, then the payment of such accelerated Restricted Stock Units will not be made until the date six (6) months and one (1) day following the date of cessation of Participant's status as a Service Provider, unless Participant dies following his or her termination as a Service Provider, in which case, the Restricted Stock Units will be paid in Shares to Participant's estate as soon as practicable following his or her death.

(iii) It is the intent of this Award Agreement that it and all payments and benefits to U.S. taxpayers hereunder be exempt from, or comply with, the requirements of Section 409A so that none of the Restricted Stock Units provided under this Award Agreement or Shares issuable thereunder will be subject to the additional tax imposed under Section 409A, and any ambiguities or ambiguous terms herein will be interpreted to be so exempt or so comply. Each payment payable under this Award Agreement is intended to constitute a separate payment for purposes of Treasury Regulations Section 1.409A-2(b)(2). To the extent necessary to comply with Section 409A, references to termination of Participant's status as a Service Provider, termination of employment, or similar phrases will be references to Participant's "separation from service" within the meaning of Section 409A. In no event will the Company or any Parent or Subsidiary of the Company have any responsibility, liability, or obligation to reimburse, indemnify, or hold harmless Participant (or any other person) for any taxes, penalties and interest that may be imposed, or other costs that may be incurred, as a result of Section 409A.

6. **Forfeiture Upon Termination as a Director**. Unless specifically provided otherwise in this Award Agreement or other written agreement authorized by the Administrator between Participant and the Company or any of its Subsidiaries or Parents, as applicable, governing the terms of this Award, if Participant ceases to provide services as a Director for any or no reason, the then-unvested Restricted Stock Units awarded by this Award Agreement will thereupon be forfeited at no cost to the Company and Participant will have no further rights thereunder.

7. **Deferrals and Dividends**.

(a) **Deferrals**. Participant may elect to defer the issuance of any Shares that are otherwise deliverable with respect to any vested Restricted Stock Units awarded by this Award Agreement upon such terms and conditions as may be determined by the Administrator in its sole discretion, subject to the Administrator's determination that such right of deferral or any term thereof complies with Applicable Laws or regulations in effect from time to time, including, but not limited to, Section 409A. In the event of the Administrator's determination otherwise, the Administrator may, in its discretion, deny Participant such right of deferral altogether, modify the terms of the deferral and/or add such requirements as it deems necessary or advisable to comply with Applicable Law or regulations. If Participant elects to defer the proceeds of any vested Restricted Stock Units awarded by this Award Agreement in accordance with this Section 7, payment of the deferred vested Restricted Stock Units will be made in accordance with the terms of his or her deferral election.

(b) **Dividends**. If Participant defers the issuance of any vested Restricted Stock Units in accordance with this Section 7, as of the ex-dividend date of any dividend that becomes payable with respect to the Shares subject to Restricted Stock Units for which Participant has elected to defer settlement in accordance with Section 7(a) on or after the date the Restricted Stock Units have vested, but before they are settled, Participant will receive credits equal to the amount of the dividends payable on such date with respect to the number of Shares subject to the deferred Restricted Stock Units. Such credits shall be subject to the same terms and conditions that apply to the deferred Restricted Stock Units (including any deferral election), such that no payment shall be made to Participant until the corresponding deferred vested Restricted Stock Units have been paid in accordance with the terms of Participant's deferral election. Such credits will be settled in the same form of consideration as the paid dividend and on the same payment date as the Shares subject to the deferred vested Restricted Stock Units, subject to the Company's collection of applicable Withholding Obligations pursuant to Section 9. For avoidance of doubt, no dividends for which the ex-dividend date occurs while the Restricted Stock Units are unvested will accrue or otherwise become payable to Participant.

8. **Death of Participant**. Any distribution or delivery to be made to Participant under this Award Agreement, if Participant is then deceased, will be made to Participant's designated beneficiary, or if no beneficiary survives Participant, the administrator or executor of Participant's estate. Any such transferee must furnish the Company with (a) written notice of his or her status as transferee, and (b) evidence satisfactory to the Company to establish the validity of the transfer and compliance with any laws or regulations pertaining to said transfer.

9. **Tax Obligations**

(a) **Responsibility for Taxes**. Participant acknowledges that, regardless of any action taken by the Company or, if different, Participant's employer or any Parent or Subsidiary of the Company to which Participant is providing services (together, the "**Service Recipients**"), the ultimate liability for any tax and/or social insurance liability obligations and requirements in connection with the Restricted Stock Units, including, without limitation, (i) all federal, state, and local taxes (including Participant's Federal Insurance Contributions Act (FICA) obligations) that are required to be withheld by any Service Recipient or other payment of tax-related items related to Participant's participation in the Plan and legally applicable to Participant, (ii) Participant's and, to the extent required by any Service Recipient, the Service Recipient's fringe benefit tax liability, if any, associated with the grant, vesting, or settlement of the Restricted Stock Units or sale of Shares, and (iii) any other Service Recipient taxes the responsibility for which Participant has, or has agreed to bear, with respect to the Restricted Stock Units (or settlement thereof or issuance of Shares thereunder) (collectively, the "**Tax Obligations**"), is and remains Participant's sole responsibility and may exceed the amount actually withheld by the applicable Service Recipient(s). Participant further acknowledges that no Service Recipient (A) makes any representations or undertakings regarding the treatment of any Tax Obligations in connection with any aspect of the Restricted Stock Units, including, but not limited to, the grant, vesting or settlement of the Restricted Stock Units, the subsequent sale of Shares acquired pursuant to such settlement and the receipt of any dividends, dividend equivalents or other distributions, and (B) makes any commitment to and is under any obligation to structure the terms of the grant or any aspect of the Restricted Stock Units to reduce or eliminate Participant's liability for Tax Obligations or achieve any particular tax result. Further, if Participant is subject to Tax Obligations in more than one jurisdiction between the Date of Grant and the date of any relevant taxable or tax withholding event, as applicable, Participant acknowledges that the applicable Service Recipient(s) (or former employer, as applicable) may be required to withhold or account for Withholding Obligations (as defined below) in more than one jurisdiction.

(b) **Tax Withholding**. Pursuant to such procedures as the Administrator may specify from time to time, the Service Recipient will withhold the amount required to be withheld for the payment of Tax Obligations (the "**Withholding Obligations**"). The Administrator, in its sole discretion and pursuant to such procedures as it may specify from time to time, may permit Participant to satisfy such Withholding Obligations, in whole or in part (without limitation), if permissible by applicable local law, by: (i) paying cash in U.S. dollars, (ii) having the Company withhold otherwise deliverable Shares having a fair market value equal to the minimum amount that is necessary to meet the withholding requirement for such Withholding Obligations (or such greater amount as Participant may elect if permitted by the Administrator, if such greater amount would not result in adverse financial accounting consequences) ("**Net Share Withholding**"), (iii) withholding the amount of such Withholding Obligations from Participant's wages or other cash compensation paid to Participant by the applicable Service Recipient(s), (iv) delivering to the Company Shares that Participant owns and that already have vested with a fair market value equal to the Withholding Obligations (or such greater amount as Participant may elect if permitted by the Administrator, if such greater amount would not result in adverse financial accounting consequences), (v) selling a sufficient number of such Shares otherwise deliverable to Participant, through such means as the Company may determine in its sole discretion (whether through a broker or otherwise) equal to the minimum amount that is necessary to meet the withholding requirement for such Withholding Obligations (or such greater amount as Participant may elect if permitted by the Administrator, if such greater amount would not result in adverse financial accounting consequences) ("**Sell to Cover**"), or (vi) such other means as the Administrator deems appropriate. If the Withholding Obligations are satisfied by withholding in Shares, for tax purposes, Participant is deemed to have been issued the full number of Shares subject to the vested Restricted Stock Units, notwithstanding that a number of the Shares are held back solely for the purpose of paying the Withholding Obligations. To the extent determined appropriate by the Company in its discretion, it will have the right (but not the obligation) to satisfy any Withholding Obligations by Net Share Withholding. If Net Share Withholding is the method by which such Withholding Obligations are satisfied, the Company will not withhold on a fractional Share basis to satisfy any portion of the Withholding Obligations and, unless the Company determines otherwise, no refund will be made to Participant for the value of the portion of a Share, if any, withheld in excess of the Withholding Obligations. If a Sell to Cover is the method by which Withholding Obligations are satisfied, Participant agrees that as part of the Sell to Cover, additional Shares may be sold to satisfy any associated broker or other fees. Only whole Shares will be sold pursuant to a Sell to Cover. Any proceeds from the sale of Shares pursuant to a Sell to Cover that are in excess of the Withholding Obligations and any associated broker or other fees will be paid to Participant in accordance with procedures the Company may specify from time to time.

(c) **Tax Consequences**. Participant has reviewed with his or her own tax advisers the U.S. federal, state, local and non-U.S. tax consequences of this investment and the transactions contemplated by this Award Agreement. With respect to such matters, Participant relies solely on such advisers and not on any statements or representations of the Company or any of its agents, written or oral. Participant understands that Participant (and not the Company) shall be responsible for Participant's own tax liability that may arise as a result of this investment or the transactions contemplated by this Award Agreement.

(d) **Company's Obligation to Deliver Shares**. For clarification purposes, in no event will the Company issue Participant any Shares unless and until arrangements satisfactory to the Administrator have been made for the payment of Participant's Withholding Obligations. If Participant fails to make satisfactory arrangements for the payment of such Withholding Obligations hereunder at the time any applicable Restricted Stock Units otherwise are scheduled to vest pursuant to Sections 3 through 5 or Participant's Withholding Obligations otherwise become due, Participant permanently will forfeit such Restricted Stock Units to which Participant's Withholding Obligation relates and any right to receive Shares thereunder and such Restricted Stock Units will be returned to the Company at no cost to the Company. Participant acknowledges and agrees that the Company may permanently refuse to issue or deliver the Shares if such Withholding Obligations are not delivered at the time they are due.

10. **Rights as Stockholder**. Neither Participant nor any person claiming under or through Participant will have any of the rights or privileges of a stockholder of the Company in respect of any Shares deliverable hereunder unless and until certificates representing such Shares (which may be in book entry form) will have been issued, recorded on the records of the Company or its transfer agents or registrars, and delivered to Participant (including through electronic delivery to a brokerage account). After such issuance, recordation and delivery, Participant will have all the rights of a stockholder of the Company with respect to voting such Shares and receipt of dividends and distributions on such Shares.

11. **No Guarantee of Continued Service**. PARTICIPANT ACKNOWLEDGES AND AGREES THAT THE VESTING OF THE RESTRICTED STOCK UNITS PURSUANT TO THE VESTING SCHEDULE HEREOF IS EARNED ONLY BY CONTINUING AS A SERVICE PROVIDER, WHICH UNLESS PROVIDED OTHERWISE UNDER APPLICABLE LAWS IS AT THE WILL OF THE APPLICABLE SERVICE RECIPIENT AND NOT THROUGH THE ACT OF BEING HIRED, BEING GRANTED THIS RESTRICTED STOCK UNIT AWARD OR ACQUIRING SHARES HEREUNDER. PARTICIPANT FURTHER ACKNOWLEDGES AND AGREES THAT THIS AWARD AGREEMENT, THE TRANSACTIONS CONTEMPLATED HEREUNDER AND THE VESTING SCHEDULE SET FORTH HEREIN DO NOT CONSTITUTE AN EXPRESS OR IMPLIED PROMISE OF CONTINUED ENGAGEMENT AS A SERVICE PROVIDER FOR THE VESTING PERIOD, FOR ANY PERIOD, OR AT ALL, AND SHALL NOT INTERFERE IN ANY WAY WITH PARTICIPANT'S RIGHT OR THE RIGHT OF ANY SERVICE RECIPIENT TO TERMINATE PARTICIPANT'S RELATIONSHIP AS A SERVICE PROVIDER, SUBJECT TO APPLICABLE LAW, WHICH TERMINATION, UNLESS PROVIDED OTHERWISE UNDER APPLICABLE LAW, MAY BE AT ANY TIME, WITH OR WITHOUT CAUSE.

12. **Grant is Not Transferable**. Except to the limited extent provided in Section 8, this Award and the rights and privileges conferred hereby will not be transferred, assigned, pledged or hypothecated in any way (whether by operation of law or otherwise) and will not be subject to sale under execution, attachment or similar process. Upon any attempt to transfer, assign, pledge, hypothecate or otherwise dispose of this Award, or any right or privilege conferred hereby, or upon any attempted sale under any execution, attachment or similar process, this Award and the rights and privileges conferred hereby immediately will become null and void.

13. **Leave of Absence**. The vesting of Restricted Stock Units will not be suspended and will continue in accordance with the vesting schedule under this Award Agreement during Participant's authorized leave of absence from any Service Recipient employing Participant, subject to the remaining terms of this Award Agreement and the Plan.

14. **Nature of Grant**. In accepting this Award of Restricted Stock Units, Participant acknowledges, understands and agrees that:

(a) the grant of the Restricted Stock Units is voluntary and occasional and does not create any contractual or other right to receive future grants of Restricted Stock Units, or benefits in lieu of Restricted Stock Units, even if Restricted Stock Units have been granted in the past;

(b) all decisions with respect to future Restricted Stock Units or other grants, if any, will be at the sole discretion of the Administrator;

(c) Participant is voluntarily participating in the Plan;

(d) the Restricted Stock Units and the Shares subject to the Restricted Stock Units are not intended to replace any pension rights or compensation;

(e) the Restricted Stock Units and the Shares subject to the Restricted Stock Units, and the income and value of same, are not part of normal or expected compensation for purposes of calculating any severance, resignation, termination, redundancy, dismissal, end-of-service payments, bonuses, long-service awards, pension or retirement or welfare benefits or similar payments;

(f) the future value of the Shares underlying the Restricted Stock Units is unknown, indeterminable and cannot be predicted;

(g) for purposes of the Restricted Stock Units, Participant's status as a Service Provider will be considered terminated as of the date Participant is no longer actively providing services to the Company or any Parent or Subsidiary (regardless of the reason for such termination and whether or not later found to be invalid or in breach of employment laws in the jurisdiction where Participant is a Service Provider or the terms of Participant's employment or service agreement, if any), and unless otherwise expressly provided in this Award Agreement (including by reference in the Notice of Grant to other arrangements or contracts) or determined by the Administrator, Participant's right to vest in the Restricted Stock Units under the Plan, if any, will terminate as of such date; the Administrator shall have the exclusive discretion to determine when Participant is no longer actively providing services for purposes of this Award of Restricted Stock Units (including whether Participant may still be considered to be providing services while on a leave of absence and consistent with local law);

(h) unless otherwise provided in the Plan or by the Administrator in its discretion, the Restricted Stock Units and the benefits evidenced by this Award Agreement do not create any entitlement to have the Restricted Stock Units or any such benefits transferred to, or assumed by, another company nor be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the Shares; and

(i) the following provisions apply only if Participant is providing services outside the United States:

(i) the Restricted Stock Units and the Shares subject to the Restricted Stock Units are not part of normal or expected compensation or salary for any purpose;

(ii) Participant acknowledges and agrees that no Service Recipient shall be liable for any foreign exchange rate fluctuation between Participant's local currency and the United States Dollar that may affect the value of the Restricted Stock Units or of any amounts due to Participant pursuant to the settlement of the Restricted Stock Units or the subsequent sale of any Shares acquired upon settlement; and

(iii) no claim or entitlement to compensation or damages shall arise from forfeiture of the Restricted Stock Units resulting from the termination of Participant's status as a Service Provider (for any reason whatsoever whether or not later found to be invalid or in breach of employment laws in the jurisdiction where Participant is a Service Provider or the terms of Participant's employment or service agreement, if any), and in consideration of the grant of the Restricted Stock Units to which Participant is otherwise not entitled, Participant irrevocably agrees never to institute any claim against any Service Recipient, waives his or her ability, if any, to bring any such claim, and releases each Service Recipient from any such claim; if, notwithstanding the foregoing, any such claim is allowed by a court of competent jurisdiction, then, by participating in the

Plan, Participant shall be deemed irrevocably to have agreed not to pursue such claim and agrees to execute any and all documents necessary to request dismissal or withdrawal of such claim.

15. **No Advice Regarding Grant**. The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding Participant's participation in the Plan, or Participant's acquisition or sale of the Shares underlying the Restricted Stock Units. Participant is hereby advised to consult with his or her own personal tax, legal and financial advisers regarding his or her participation in the Plan before taking any action related to the Plan.

16. ***Data Privacy. Participant hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of Participant's personal data as described in this Award Agreement and any other Restricted Stock Unit grant materials by and among, as applicable, the Service Recipients for the exclusive purpose of implementing, administering and managing Participant's participation in the Plan.***

Participant understands that the Company and the Service Recipient may hold certain personal information about Participant, including, but not limited to, Participant's name, home address and telephone number, date of birth, social insurance number or other identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all Restricted Stock Units or any other entitlement to Shares awarded, canceled, exercised, vested, unvested or outstanding in Participant's favor ("Data"), for the exclusive purpose of implementing, administering and managing the Plan.

Participant understands that Data may be transferred to a stock plan service provider, as may be selected by the Company in the future, assisting the Company with the implementation, administration and management of the Plan. Participant understands that the recipients of the Data may be located in the United States or elsewhere, and that the recipients' country of operation (e.g., the United States) may have different data privacy laws and protections than Participant's country. Participant understands that if he or she resides outside the United States, he or she may request a list with the names and addresses of any potential recipients of the Data by contacting his or her local human resources representative. Participant authorizes the Company, any stock plan service provider selected by the Company and any other possible recipients which may assist the Company (presently or in the future) with implementing, administering and managing the Plan to receive, possess, use, retain and transfer the Data, in electronic or other form, for the sole purpose of implementing, administering and managing his or her participation in the Plan. Participant understands that Data will be held only as long as is necessary to implement, administer and manage Participant's participation in the Plan. Participant understands if he or she resides outside the United States, he or she may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing his or her local human resources representative. Further, Participant understands that he or she is providing the consents herein on a purely voluntary basis. If Participant does not consent, or if Participant later seeks to revoke his or her consent, his or her status as a Service Provider and career with the Service Recipient will not be adversely affected. The only adverse consequence of refusing or withdrawing Participant's consent is that the Company would not be able to grant Participant Restricted Stock Units or other equity awards or administer or maintain such awards. Therefore, Participant

understands that refusing or withdrawing his or her consent may affect Participant's ability to participate in the Plan. For more information on the consequences of Participant's refusal to consent or withdrawal of consent, Participant understands that he or she may contact his or her local human resources representative.

17. **Address for Notices**. Any notice to be given to the Company under the terms of this Award Agreement will be addressed to the Company at NetApp, Inc., 3060 Olsen Drive, San Jose, CA 95128, Attn: Stock Administration, or at such other address as the Company may hereafter designate in writing.

18. **Successors and Assigns**. The Company may assign any of its rights under this Award Agreement to single or multiple assignees, and this Award Agreement shall inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer herein set forth, this Award Agreement shall be binding upon Participant and his or her heirs, executors, administrators, successors and assigns. The rights and obligations of Participant under this Award Agreement may be assigned only with the prior written consent of the Company.

19. **Additional Conditions to Issuance of Stock**. If at any time the Company will determine, in its discretion, that the listing, registration, qualification or rule compliance of the Shares upon any securities exchange or under any state, federal or non-U.S. law, the tax code and related regulations or under the rulings or regulations of the U.S. Securities and Exchange Commission or any other governmental regulatory body or the clearance, consent or approval of the U.S. Securities and Exchange Commission or any other governmental regulatory authority is necessary or desirable as a condition to the issuance of Shares to Participant (or his or her estate) hereunder, such issuance will not occur unless and until such listing, registration, qualification, rule compliance, clearance, consent or approval will have been completed, effected or obtained free of any conditions not acceptable to the Company. Subject to the terms of the Award Agreement and the Plan, the Company will not be required to issue any certificate or certificates for (or make any entry on the books of the Company or of a duly authorized transfer agent of the Company of) the Shares hereunder prior to the lapse of such reasonable period of time following the date of vesting of the Restricted Stock Units as the Administrator may establish from time to time for reasons of administrative convenience.

20. **Language**. If Participant has received this Award Agreement or any other document related to the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control.

21. **Interpretation**. The Administrator will have the power to interpret the Plan and this Award Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret or revoke any such rules (including, but not limited to, the determination of whether or not any Restricted Stock Units have vested). All actions taken and all interpretations and determinations made by the Administrator in good faith will be final and binding upon Participant, the Company and all other interested persons. Neither the Administrator nor any person acting on behalf of the Administrator will be personally liable for any action, determination or interpretation made in good faith with respect to the Plan or this Award Agreement.

22. **Electronic Delivery and Acceptance**. The Company may, in its sole discretion, decide to deliver any documents related to the Restricted Stock Units awarded under the Plan or future

Restricted Stock Units that may be awarded under the Plan by electronic means or require Participant to participate in the Plan by electronic means. Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through any on-line or electronic system established and maintained by the Company or a third party designated by the Company.

23. **Captions**. Captions provided herein are for convenience only and are not to serve as a basis for interpretation or construction of this Award Agreement.

24. **Amendment, Suspension or Termination of the Plan**. By accepting this Award, Participant expressly warrants that he or she has received an Award of Restricted Stock Units under the Plan, and has received, read and understood a description of the Plan. Participant understands that the Plan is discretionary in nature and may be amended, suspended or terminated by the Administrator at any time.

25. **Modifications to the Award Agreement**. This Award Agreement constitutes the entire understanding of the parties on the subjects covered. Participant expressly warrants that he or she is not accepting this Award Agreement in reliance on any promises, representations, or inducements other than those contained herein. Modifications to this Award Agreement can be made only in an express written contract executed by a duly authorized officer of the Company. Notwithstanding anything to the contrary in the Plan or this Award Agreement, the Company reserves the right to revise this Award Agreement as it deems necessary or advisable, in its sole discretion and without the consent of Participant, to comply with Section 409A or to otherwise avoid imposition of any additional tax or income recognition under Section 409A in connection with this Award of Restricted Stock Units.

26. **No Waiver**. Either party's failure to enforce any provision or provisions of this Award Agreement shall not in any way be construed as a waiver of any such provision or provisions, nor prevent that party from thereafter enforcing each and every other provision of this Award Agreement. The rights granted both parties herein are cumulative and shall not constitute a waiver of either party's right to assert all other legal remedies available to it under the circumstances.

27. **Governing Law; Severability**. This Award Agreement and the Restricted Stock Units are governed by the internal substantive laws, but not the choice of law rules, of the State of California. In the event that any provision hereof becomes or is declared by a court of competent jurisdiction to be illegal, unenforceable or void, this Award Agreement shall continue in full force and effect.

28. **Imposition of Other Requirements**. The Company reserves the right to impose other requirements on Participant's participation in the Plan, on the Award, and on any Shares acquired under the Plan, to the extent the Company determines it is necessary or advisable in order to comply with Applicable Laws or facilitate the administration of the Plan. Participant agrees to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing. Furthermore, Participant acknowledges that the laws of the country in which Participant is working at the time of grant, vesting, or the sale of Shares received pursuant to this Award (including any rules or regulations governing securities, foreign exchange, tax, labor or other matters) may subject Participant to additional procedural or regulatory requirements that Participant is and will be solely responsible for and must fulfill.

29. **Holding Period Condition**. Notwithstanding anything to the contrary in this Award Agreement, any Shares issued to Participant pursuant to this Award are subject to the terms and conditions of Section 6.5 of the Plan.

30. **Entire Agreement**. The Plan is incorporated herein by reference. The Plan, the Policy and this Award Agreement (including the exhibits, appendices, and addenda attached to the Notice of Grant) constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and Participant with respect to the subject matter hereof, and may not be modified adversely to the Participant's interest except by means of a writing signed by the Company and Participant.

* * *

Exhibit 10.2

NETAPP, INC.

OUTSIDE DIRECTOR COMPENSATION POLICY

(As amended, effective as of November 1, 2021 (the "**Effective Date**"))

NetApp, Inc. (the "**Company**") believes that the granting of equity and cash compensation to its members of the Board of Directors (the "**Board**," and members of the Board, "**Directors**") represents a powerful tool to attract, retain and reward Directors who are not employees of the Company ("**Outside Directors**"). This Outside Director Compensation Policy (the "**Policy**") is intended to formalize the Company's policy regarding grants of equity and cash compensation to its Outside Directors. Unless otherwise defined herein, capitalized terms used in this Policy will have the meaning given such term in the Company's 2021 Equity Incentive Plan (the "**Plan**"), or if the Plan is no longer in place, the meaning given to such terms or any similar terms in the equity plan then in place. Outside Directors will be solely responsible for any tax obligations they incur as a result of the equity and cash payments received under this Policy.

I.EQUITY COMPENSATION

Outside Directors will be entitled to receive all types of Awards (except Incentive Stock Options) under the Plan (or the applicable equity plan in place at the time of grant), including discretionary Awards not covered under this Policy. All grants of Awards to Outside Directors pursuant to Section II of this Policy will be automatic and nondiscretionary, except as otherwise provided herein, and will be made in accordance with the following provisions:

A. Type of Award. Prior to the date upon which an Award is to become effective pursuant to this Policy, the Administrator may determine the type of Award or Awards that an Outside Director will receive. Except as provided herein, not all Outside Directors will be required to receive the same type or amount of Awards under this Policy. In the absence of the Administrator making a determination as to the type of Award that is to be granted to an Outside Director under this Policy, the Outside Director will receive his or her Award in the form of Restricted Stock Units ("**RSUs**"). Any Award granted pursuant to this Policy will be subject to the other terms and conditions of the Plan (or the applicable equity plan in place at the time of grant) and form of Award Agreement previously approved for use under the Plan (or the applicable equity plan in place at the time of grant).

B. Value. For purposes of this Policy, "**Value**" means (i) with respect to any Awards of Restricted Stock or RSUs the product of (A) the Fair Market Value of one Share on the grant date of such Award, and (B) the aggregate number of Shares of Restricted Stock or number of Shares subject to or issuable pursuant to the RSUs, and (ii) with respect to any Option, the Black-Scholes option valuation methodology, or such other methodology the Administrator may determine prior to the grant of an Award becoming effective, on the grant date of such Award.

C. No Discretion. No person will have any discretion to select which Outside Directors will be granted Awards under this Policy or to determine the number of Shares to be covered by such Awards (except as provided in Section III.E. below).

II. GRANTING OF AUTOMATIC AWARDS

A. Grant of Initial Award. Subject to Section V.B. of this Policy, each individual who is first elected or appointed as an Outside Director shall automatically be granted, on the date that is two business days following such initial election or appointment (the "**Initial Grant Date**"), an award (the "**Initial Award**") of a number of RSUs with a Value of $250,000 (if such election or appointment occurs before February of the applicable Board Year) or with a Value of $125,000 (if such election or appointment occurs after February of the applicable Board Year), rounded down to the nearest whole Share. A "**Board Year**" shall run from the date of the Annual Stockholders Meeting until the date immediately preceding the next Annual Stockholders Meeting. However, the Outside Director shall not receive any Initial Award if he or she was in the employ of the Company or any of its Subsidiaries or Parents, as applicable during the past three years ending on the date of the election or appointment.

B. Grant of Annual Awards. Subject to Section V.B. of this Policy, on the date of each Annual Stockholders Meeting, but after any stockholder votes are taken on such date (the "**Annual Award Grant Date**"), each Outside Director who is to continue to serve as an Outside Director shall automatically be granted an award (an "**Annual Award**") of a number of RSUs with a Value of $250,000 (or, in the case of an Outside Director who serves as the Chairperson of the Board, with a Value of $325,000), rounded down to the nearest whole Share.

III. TERMS OF INITIAL AND ANNUAL AWARDS

A. Award Agreement. Each Award granted pursuant to this Policy ("**Automatic Awards**") shall be evidenced by an Award Agreement in such form as the Administrator shall determine, which complies with the terms specified below.

B. Automatic Awards.

1. Vesting. Subject to the other provisions of this Policy:

(i) Initial Award. The RSUs granted pursuant to an Initial Award shall vest upon the Outside Director's continuous service as a Director through the day immediately preceding the date of the next Annual Stockholders Meeting following the Initial Grant Date.

(ii) Annual RSUs. The RSUs granted pursuant to an Annual Award shall vest upon the Outside Director's continuous service as a Director through the day immediately preceding the date of the next Annual Stockholders Meeting following the Annual Award Grant Date.

(iii) Effect of Cessation of Board Service. If an Outside Director ceases to serve as a Director for any reason other than due to death or Disability, then his or her Automatic Award(s) which are not then vested shall never become vested or paid out and shall be immediately forfeited. If an Outside Director ceases to serve as a Director by reason of death or Disability prior to the vesting of his or her Automatic Award(s), then one hundred percent (100%) of the RSUs shall immediately become vested, and subject to the terms and conditions of any deferral election made pursuant to Section III.B.2 below, payable.

2. Deferral of Proceeds. The Administrator may, in its discretion, provide an Outside Director with the opportunity to defer the delivery of the proceeds of any vested Automatic Awards that would otherwise be delivered to the Outside Director hereunder. Any such deferral election shall be subject to such rules, conditions and procedures as shall be determined by the Administrator or its respective authorized designee, in its sole discretion, which rules, conditions and procedures shall at all times comply with the requirements of Section 409A of the Internal Revenue Code of 1986, as amended, and the final regulations and guidance thereunder, as may be amended from time to time (together, "**Section 409A**"), unless otherwise specifically determined by the Administrator. If an Outside Director elects to defer the proceeds of any vested Automatic Awards in accordance with this Section, payment of the deferred vested Automatic Awards shall be made in accordance with the terms of the deferral election and the Award Agreement evidencing such Award.

C. Approval of Grants. Board or Compensation Committee approval of this Policy shall constitute pre-approval of each Award made under this Policy on or after the Effective Date, and the subsequent exercise or payment of that Award in accordance with the terms and conditions of this Policy and the Award Agreement evidencing such Award.

D. Merger or Change in Control. In the event of a merger of the Company with or into another corporation or other entity or a Change in Control, with respect to Awards granted to an Outside Director while such individual was an Outside Director, the Outside Director will fully vest in and have the right to exercise Options and/or Stock Appreciation Rights as of immediately prior to such Change in Control as to all of the Shares underlying such Award, including those Shares which otherwise would not be vested or exercisable, all restrictions on Restricted Stock and Restricted Stock Units will lapse, and, with respect to Awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at target levels and as to a prorated portion of each Award based on the portion of the applicable performance period that has lapsed through the date of the merger or Change in Control, and all other terms and conditions met as to such prorated portion of such Award, in each case, unless specifically provided otherwise under the applicable Award Agreement or other written agreement authorized by the Administrator between the Outside Director and the Company or any of its Subsidiaries or Parents, as applicable.

E. Adjustments. In the event that any dividend or other distribution (whether in the form of cash, Shares, other securities, or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, reclassification, repurchase, or exchange of Shares or other securities of the Company, or other change in the corporate structure of the Company affecting the Shares occurs (other than any ordinary dividends or other ordinary distributions), the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under this Policy, will, if applicable, adjust the number and class of shares of stock issuable pursuant to, and the class and price of shares of stock covered by, the Awards to be granted under this Policy.

IV.CASH COMPENSATION

A. Annual Retainer Fee. The Company will pay each Outside Director an annual fee of $75,000 for serving on the Board (the "**Annual Fee**").

B. Chairperson Fee. The Company will pay the Outside Director who serves as the Chairperson of the Board an annual fee of $75,000 for service as the Chairperson (the "**Annual Chairperson Fee**").

C. Committee Member Retainer Fee. The Company will pay each Outside Director who serves as a member of the Audit Committee, Compensation Committee or Corporate Governance and Nominating Committee the applicable annual fee for serving as a member of such committee set forth in the table below (the "**Annual Committee Member Fee**"). The Annual Committee Member Fee for each committee will be:

Committee	Annual Committee Member Fee
Audit Committee	$20,000
Compensation Committee	$15,000
Corporate Governance and Nominating Committee	$10,000

D. Committee Chairperson Retainer Fee. In addition to the Annual Committee Member Fee, the Company will pay each Outside Director who serves as chairperson of the Audit Committee, Compensation Committee or Corporate Governance and Nominating Committee the applicable annual fee for serving as the chairperson set forth in the table below (the "**Annual Committee Chairperson Fee**"). The Annual Committee Chairperson Fee for each committee will be:

Committee	Annual Committee Chairperson Fee
Audit Committee	$30,000
Compensation Committee	$22,500
Corporate Governance and Nominating Committee	$15,000

E. Payments. Each of the Annual Fee, the Annual Chairperson Fee, the Annual Committee Member Fee and the Annual Committee Chairperson Fee will be paid in four equal quarterly installments on a prorated basis with each quarterly payment paid by the 15th of the first month of the applicable quarter; provided that no quarterly fees shall be payable to an Outside

Director who is not continuing as a Director following an Annual Stockholders Meeting. If a Director's service is terminated by the Company or the Director in the middle of a quarter, then the Director shall, within one month from such termination, repay the Company the portion of the quarterly fees representing the period left in the quarter following the date of termination.

V.MISCELLANEOUS.

A. Travel Expenses. Each Outside Director's reasonable, customary, and documented travel expenses to Board meetings will be reimbursed by the Company.

B. Outside Director Limitations. No Outside Director may be paid, issued or granted, in any calendar year, cash retainer fees and Awards (whether settled in cash or stock) with an aggregate value of more than $1,000,000 (with the value of each Award based on its grant date fair value (determined in accordance with U.S. generally accepted accounting principles)). Any cash compensation paid or Awards granted to an individual while he or she was an Employee, or while he or she was a Consultant but not an Outside Director, will be excluded for purposes of the foregoing limits.

C. Section 409A. In no event will cash compensation or expense reimbursement payments under this Policy be paid after the later of (i) the fifteenth (15^{th}) day of the third (3^{rd}) month following the end of the Company's fiscal year in which the compensation is earned or expenses are incurred, as applicable, or (ii) the fifteenth (15^{th}) day of the third (3^{rd}) month following the end of the calendar year in which the compensation is earned or expenses are incurred, as applicable, in compliance with the "short-term deferral" exception under Section 409A. It is the intent of this Policy that this Policy and all payments hereunder be exempt from or otherwise comply with the requirements of Section 409A so that none of the compensation to be provided hereunder will be subject to the additional tax imposed under Section 409A, and any ambiguities or ambiguous terms herein will be interpreted to be so exempt or comply. In no event will the Company reimburse an Outside Director for any taxes imposed or other costs incurred as a result of Section 409A.

D. Revisions. The Board or any Committee designated by the Board may amend, alter, suspend, or terminate this Policy at any time and for any reason. No amendment, alteration, suspension, or termination of this Policy will materially impair the rights of an Outside Director with respect to compensation that already has been paid or awarded, unless otherwise mutually agreed between the Outside Director and the Company. Termination of this Policy will not affect the Board's or the Compensation Committee's ability to exercise the powers granted to it under the Plan with respect to Awards granted under the Plan pursuant to this Policy prior to the date of such termination.

* * *

Exhibit 10.3

EXECUTION COPY

AMENDMENT NO. 1

Dated as of November 17, 2021

to

AMENDED AND RESTATED CREDIT AGREEMENT

Dated as of January 22, 2021

THIS AMENDMENT NO. 1 (this "Amendment") is made as of November 17, 2021 by and among NetApp, Inc., a Delaware corporation (the "Borrower"), the Lenders party hereto and JPMorgan Chase Bank, N.A., as Administrative Agent (the "Administrative Agent"), under that certain Amended and Restated Credit Agreement, dated as of January 22, 2021, by and among the Borrower, the Lenders and the Administrative Agent (as amended, restated, supplemented or otherwise modified from time to time prior to the date hereof, the "Credit Agreement"). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings given to them in the Credit Agreement.

WHEREAS, the Borrower has requested that the requisite Lenders and the Administrative Agent agree to make certain amendments to the Credit Agreement;

WHEREAS, the Borrower, the Lenders party hereto and the Administrative Agent have agreed to amend the Credit Agreement on the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the premises set forth above, the terms and conditions contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Borrower, the Lenders party hereto and the Administrative Agent hereby agree to enter into this Amendment.

1. Amendments to the Credit Agreement. Effective as of the date of satisfaction of the conditions precedent set forth in Section 2 below, the parties hereto agree that the Credit Agreement is hereby amended as follows (the Credit Agreement as so amended, the "Amended Credit Agreement"):

a. Section 1.01 of the Credit Agreement is hereby amended to insert the following definition therein in the appropriate alphabetical order as follows:

"Amendment No. 1 Effective Date" means November 17, 2021.

b. Section 1.01 of the Credit Agreement is hereby amended to restate the definition of "Agreed Currencies" appearing therein in its entirety as follows:

"Agreed Currencies" means (i) Dollars, (ii) euro, (iii) Canadian Dollars, (iv) Australian Dollars, (v) Singapore Dollars and (vi) any other currency (x) that is a lawful currency (other than Dollars) that is readily available, not restricted and freely transferable and convertible into Dollars and (y) that is agreed to by the Administrative Agent and each of the Lenders. For the avoidance of doubt, it is understood and agreed that on and after the Amendment No. 1 Effective Date, the only Agreed Currencies under this Agreement shall be Dollars, euro, Canadian Dollars, Australian Dollars and Singapore Dollars (notwithstanding any references in this Agreement to any other currency) and no additional currency shall be included as an Agreed Currency until such currency is requested by the Borrower and approved by the Administrative Agent and each of the Lenders pursuant to an amendment to this Agreement mutually satisfactory to the Borrower, the Administrative Agent and each of the Lenders.

c. The definition of “Interest Period” set forth in Section 1.01 of the Credit Agreement is hereby amended to replace the reference to “one, two (if available), three or six months thereafter” appearing therein with a reference to “one, three or six months thereafter”.

2. Conditions of Effectiveness. The effectiveness of this Amendment is subject to the conditions precedent that:

a. the Administrative Agent shall have received counterparts of this Amendment duly executed by the Borrower, the Required Lenders and the Administrative Agent; and

b. the Administrative Agent shall have received all fees and other amounts due and payable on or prior to the date hereof, including, to the extent invoiced at least one (1) Business Day prior to the Amendment No. 1 Effective Date, reimbursement or payment of all out-of-pocket expenses required to be reimbursed or paid by the Borrower under the Credit Agreement in connection with this Amendment.

3. Representations and Warranties of the Borrower. The Borrower hereby represents and warrants as follows:

a. This Amendment and the Amended Credit Agreement constitute legal, valid and binding obligations of the Borrower, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditors’ rights generally and subject to general principles of equity, regardless of whether considered in a proceeding in equity or at law.

b. As of the date hereof and after giving effect to the terms of this Amendment, (i) no Default has occurred and is continuing and (ii) the representations and warranties of the Borrower set forth in the Amended Credit Agreement (other than the representations and warranties contained in Section 3.04(b) and Section 3.06(a) of the Credit Agreement) are true and correct in all material respects (except that any representation and warranty that is qualified by materiality or Material Adverse Effect are true and correct in all respects), except to the extent such representation and warranty specifically refers to an earlier date, in which case it is true and correct in all material respects (except that any representation and warranty that is qualified by materiality or Material Adverse Effect is true and correct in all respects) as of such earlier date.

4. Reference to and Effect on the Credit Agreement.

a. Upon the effectiveness hereof, each reference to the Credit Agreement in the Credit Agreement or any other Loan Document shall mean and be a reference to the Amended Credit Agreement.

b. Each Loan Document and all other documents, instruments and agreements executed and/or delivered in connection therewith shall remain in full force and effect and are hereby reaffirmed, ratified and confirmed.

c. The execution, delivery and effectiveness of this Amendment shall not operate as a waiver of any right, power or remedy of the Administrative Agent or the Lenders, nor constitute a waiver of any provision of the Amended Credit Agreement, the Loan Documents or any other documents, instruments and agreements executed and/or delivered in connection therewith.

d. This Amendment is a Loan Document under (and as defined in) the Amended Credit Agreement.

5. Governing Law. This Amendment shall be construed in accordance with and governed by the law of the State of New York.

6. Headings. Section headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

7. Counterparts. This Amendment may be executed by one or more of the parties hereto on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. The words "execution," "signed," "signature," "delivery," and words of like import in or relating to this Amendment shall be deemed to include Electronic Signatures (as defined below), deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be. As used herein, "Electronic Signatures" means any electronic symbol or process attached to, or associated with, any contract or other record and adopted by a person with the intent to sign, authenticate or accept such contract or record.

[Signature Pages Follow]

IN WITNESS WHEREOF, this Amendment has been duly executed and delivered as of the day and year first above written.

NETAPP, INC.,
as the Borrower

By:	/s/ Michael J. Berry
Name:	Michael J. Berry
Title:	Executive Vice President and Chief Financial Officer

JPMORGAN CHASE BANK, N.A.,
individually as a Lender and as Administrative Agent

By: /s/ Zachary Quan
Name: Zachary Quan
Title: Vice President

BANK OF AMERICA, N.A.,
as a Lender

By: /s/ Brandon Bolio
Name: Brandon Bolio
Title: Director

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Sid Khanolkar
Name: Sid Khanolkar
Title: Director

CITIBANK, N.A.,
as a Lender

By: /s/ Carmen Kelleher
Name: Carmen Kelleher
Title: Vice President

MUFG BANK, LTD.,
as a Lender

By: /s/ Lillian Kim
Name: Lillian Kim
Title: Director

GOLDMAN SACHS BANK USA,
as a Lender

By: /s/ Dan Martis
Name: Dan Martis
Title: Authorized Signatory

BNP PARIBAS,
as a Lender

By:	/s/ George Ko
Name:	George Ko
Title:	Director
By:	/s/ Gregory R. Paul
Name:	Gregory R. Paul
Title:	Managing Director, SF Branch Manager

Exhibit 31.1

**CERTIFICATION PURSUANT TO SECTION 302(a)
OF THE SARBANES-OXLEY ACT OF 2002**

I, George Kurian, certify that:

1) I have reviewed this Quarterly Report on Form 10-Q of NetApp, Inc.;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ GEORGE KURIAN
George Kurian
Chief Executive Officer and Director
(Principal Executive Officer and Principal Operating Officer)

Date: March 2, 2022

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302(a)
OF THE SARBANES-OXLEY ACT OF 2002

I, Michael J. Berry, certify that:

1) I have reviewed this Quarterly Report on Form 10-Q of NetApp, Inc.;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5) The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/ MICHAEL J. BERRY
Michael J. Berry
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: March 2, 2022

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, George Kurian, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of NetApp, Inc., on Form 10-Q for the quarterly period ended January 28, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of NetApp, Inc.

/s/ GEORGE KURIAN
George Kurian
Chief Executive Officer and Director
(Principal Executive Officer and Principal Operating Officer)

Date: March 2, 2022

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael J. Berry, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of NetApp, Inc., on Form 10-Q for the quarterly period ended January 28, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of NetApp, Inc.

/s/ MICHAEL J. BERRY
Michael J. Berry
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: March 2, 2022