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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 31, 2010

NETAPP, INC.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction
of incorporation)**

**0-27130
(Commission File Number)**

**77-0307520
(IRS Employer
Identification No.)**

**495 East Java Drive
Sunnyvale, CA 94089
(Address of principal executive offices, including zip code)**

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

**Not Applicable
(Former name or former address, if changed since last report.)**

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Amendments to 1999 Stock Option Plan

The Board of Directors of NetApp, Inc. (the "Company") previously adopted, subject to stockholder approval, an amendment to the Company's 1999 Stock Option Plan (the "1999 Plan") to increase the number of shares of common stock reserved for issuance thereunder by 7,000,000 shares.

The Company's stockholders approved the amendment described above at the Annual Meeting of Stockholders of the Company held on August 31, 2010 (the "Annual Meeting").

The foregoing is qualified in its entirety by reference to the 1999 Plan, a copy of which was previously filed as Appendix A to the Company's 2010 proxy statement (the "Proxy Statement"), which was filed with the Securities and Exchange Commission ("SEC") on July 13, 2010 and is incorporated herein by reference.

Amendment to Employee Stock Purchase Plan

The Company's Board of Directors previously adopted, subject to stockholder approval, an amendment to the Company's Employee Stock Purchase Plan (the "Purchase Plan") to increase the number of shares of common stock reserved for issuance thereunder by 5,000,000 shares, to clarify the discretion of the Purchase Plan administrator to determine eligibility requirements, and to remove its fixed-term expiration date.

The Company's stockholders approved the amendment described above at the Annual Meeting.

The foregoing is qualified in its entirety by reference to the Purchase Plan, a copy of which was previously filed as Appendix B to the Proxy Statement and is incorporated herein by reference.

Retirement of Named Executive Officer

On September 2, 2010, Andrew Kryder, the Company's Senior Vice President, General Counsel and Secretary retired from the Company.

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

On July 13, 2010, the Board of Directors approved an amendment to the Company's bylaws to decrease the number of authorized directors on the Board of Directors from eleven (11) to nine (9) effective as of immediately prior to the Annual Meeting. A copy of the Certificate of Amendment to the Bylaws of NetApp, Inc. is attached hereto as Exhibit 3.2.

Item 5.07 Submission of Matters to a Vote of Security Holders

On August 31, 2010, the Company held its Annual Meeting. At the Annual Meeting, the stockholders of the Company elected the following individuals to the Board of Directors. Each director will serve until the 2011 annual meeting of stockholders or until his respective successor is duly elected and qualified, or until his earlier death, resignation or removal.

| <u>Nominee</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Nonvotes*</u> |
|-----------------------|------------------|-----------------------|-------------------------|
| Daniel J. Warmenhoven | 280,913,001 | 7,272,821 | 29,448,233 |
| Nicholas G. Moore | 284,216,078 | 3,969,744 | 29,448,233 |

| Nominee | Votes For | Votes Withheld | Broker Nonvotes* |
|-------------------|-------------|----------------|------------------|
| Thomas Georgens | 286,918,042 | 1,267,780 | 29,448,233 |
| Jeffry R. Allen | 275,174,890 | 13,010,932 | 29,448,233 |
| Alan L. Earhart | 284,338,656 | 3,847,166 | 29,448,233 |
| Gerald Held | 284,570,689 | 3,615,133 | 29,448,233 |
| T. Michael Nevens | 286,929,057 | 1,256,765 | 29,448,233 |
| George T. Shaheen | 282,707,092 | 5,478,730 | 29,448,233 |
| Robert T. Wall | 267,689,769 | 20,496,053 | 29,448,233 |

* Broker nonvotes do not affect the outcome of the election.

In addition, the following proposals were voted on and approved at the Annual Meeting:

| Proposals | Votes For | Votes Against | Abstentions | Broker Nonvotes |
|--|-------------|---------------|-------------|-----------------|
| Proposal to approve an amendment to the Company's 1999 Plan to increase the number of shares of common stock reserved for issuance thereunder by 7,000,000 shares. | 231,537,757 | 55,967,521 | 680,544 | 29,448,233 |
| Proposal to approve an amendment to the Purchase Plan to increase the number of shares of common stock reserved for issuance thereunder by 5,000,000 shares. | 283,877,408 | 4,130,843 | 177,571 | 29,448,233 |
| Proposal to ratify the appointment of Deloitte & Touche LLP as independent auditors of the Company for the fiscal year ending April 29, 2011. | 310,545,535 | 6,846,138 | 242,382 | 29,448,233 |

Item 8.01 Other Events.

On September 2, 2010, Matthew K. Fawcett was appointed as the Company's new Senior Vice President, General Counsel and Corporate Secretary.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 3.2 | Certificate of Amendment to the Bylaws of NetApp, Inc., effective as of August 31, 2010. |

SIGNATURES

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

NETAPP, INC.

Date: September 7, 2010

By: /s/ Matthew K. Fawcett

Matthew K. Fawcett
Senior Vice President, General Counsel
and Corporate Secretary

Index to Exhibits

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 3.2 | Certificate of Amendment to the Bylaws of NetApp, Inc., effective as of August 31, 2010. |

**CERTIFICATE OF AMENDMENT
TO THE BYLAWS OF
NETAPP, INC.**

The undersigned, Andrew Kryder, hereby certifies that he is the duly appointed, qualified, and acting Secretary, General Counsel, and Senior Vice President, Legal, of NetApp, Inc., a Delaware corporation (the “**Company**”), and that effective immediately prior to the Annual Shareholder Meeting on August 31, 2010, pursuant to Article III, Section 1 of the Bylaws of the Company, the Board of Directors (the “**Board**”) of the Company amended such Bylaws as set forth below:

“Reduction in the Number of Authorized Directors

WHEREAS: The Board deems it advisable and in the best interests of the Company and its stockholders to decrease the number of authorized directors on the Board from eleven (11) to nine (9); and

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

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

NOW, THEREFORE, BE IT RESOLVED: That the number of authorized directors on the Board be, and hereby is, decreased from eleven (11) to nine (9).

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 2nd day of September, 2010.

By: /s/ Andrew Kryder
Signature
Andrew Kryder
Secretary, General Counsel, and Senior Vice President,
Legal