
**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): June 1, 2015

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) (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 (see General Instruction A.2. below):

- 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.

(b), (c), (d)

Resignation of Chief Executive Officer

On June 1, 2015, Thomas Georgens informed the Board of Directors (the “Board”) of NetApp, Inc. (the “Company”) of his decision to resign as Chief Executive Officer and a member of the Board, effective immediately. Mr. Georgens will remain an employee of the Company until June 5, 2015, to assist with transition matters.

In connection with his resignation, Mr. Georgens entered into a separation and release agreement with the Company (the “Separation Agreement”). The Separation Agreement, upon becoming effective, provides for (i) release of all claims by Mr. Georgens in favor of the Company; (ii) a payment to Mr. Georgens of \$5 million; (iii) an extension of the post-termination exercise period for Mr. Georgens’ outstanding and vested options to June 5, 2016; and (iv) up to ten (10) hours per week in administrative/secretarial support for up to nine (9) months following termination.

Appointment of Chief Executive Officer

On June 1, 2015, the Board appointed George Kurian as Chief Executive Officer, effective immediately. Prior to his appointment and since September, 2013, Mr. Kurian served as Executive Vice President of Product Operations, overseeing all aspects of technology strategy, product and solutions development across the Company’s product portfolio. Mr. Kurian joined the Company in April 2011 as the senior vice president of the storage solutions group and was appointed to senior vice president of the Data ONTAP group in December 2011. Prior to joining the Company, from 2002 to 2011, Mr. Kurian was vice president and general manager of the application networking and switching technology group at Cisco Systems, Inc. From 1999 to 2002, Mr. Kurian was the vice president of product management and strategy at Akamai Technologies, Inc., a management consultant with McKinsey & Company, and led software engineering and product management teams at Oracle Corporation. Mr. Kurian holds a BS degree in electrical engineering from Princeton University and an MBA from Stanford University.

Mr. Kurian does not have a family relationship with any of the officers or directors of the Company.

There are no related party transactions reportable under Item 5.02 of Current Report on Form 8-K and Item 404(a) of Regulation S-K.

Board Appointments

In connection with his appointment as the Company’s Chief Executive Officer, the Board also appointed Mr. Kurian as a director.

On June 1, 2015, the Board appointed T. Michael Nevens as Chairman of the Board, effective immediately.

Item 8.01. Other Events.

On June 1, 2015, the Company issued a press release regarding the foregoing matters. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description.
99.1	Press release, dated June 1, 2015.

SIGNATURES

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 hereunto duly authorized.

NETAPP, INC.

Date: June 5, 2015

By: /s/ Matthew K. Fawcett
Matthew K. Fawcett
Senior Vice President, General Counsel and Corporate Secretary

Exhibit Index

Exhibit No.	Description
99.1	Press release, dated June 1, 2015.



NETAPP ANNOUNCES CHANGES TO EXECUTIVE LEADERSHIP TEAM AND BOARD OF DIRECTORS

*George Kurian appointed chief executive officer and member of the board of directors
Mike Nevens elected chairman of the board*

Sunnyvale, Calif.—June 1, 2015—NetApp (NASDAQ: NTAP) today announced changes to the executive leadership team and board of directors, effective immediately. George Kurian has been appointed by the board as chief executive officer and also appointed to the board of directors. Lead independent director Mike Nevens has been elected chairman of the board. These announcements follow the departure of Tom Georgens, the company’s former chairman and chief executive officer.

“NetApp is an exceptional company with a great future and the board believes that it is the right time for new leadership to maximize its potential,” said Mr. Nevens. “These changes are aimed at speeding the company’s movement to its next phase of innovation and growth. While we intend to conduct a CEO search, we have the utmost confidence in George’s ability to lead the company, given his deep knowledge of NetApp and support from a strong executive team. George has deep relationships with customers and partners globally and is committed to strengthening those relationships going forward.”

Mr. Nevens continued, “On behalf of the board and everyone at NetApp, I sincerely thank Tom for his many valuable contributions over the past 10 years.”

Mr. Kurian joined NetApp in 2011 and has served as the company’s executive vice president, Product Operations where he was responsible for overseeing the strategy and development of NetApp’s Product and Solutions portfolio since September 2013.

“I am honored to lead NetApp during this time of transition,” said Mr. Kurian. “I look forward to engaging with the entire NetApp community as we execute our strategic plan and key investment areas of accelerating clustered Data ONTAP adoption, regaining traction in the channel, and increasing our sales capacity. We are committed to delivering improved growth and financial performance and remain confident in the strength of our technology and hybrid cloud strategy.”

About NetApp

Leading organizations worldwide count on NetApp for software, systems and services to manage and store their data. Customers value our teamwork, expertise and passion for helping them succeed now and into the future.

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“Safe Harbor” Statement Under U.S. Private Securities Litigation Reform Act of 1995

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements regarding NetApp’s technology, innovation and strategy; statements regarding conducting a CEO search; statements regarding NetApp’s ability to execute its strategic plan; statements regarding accelerating customer adoption of clustered Data ONTAP; statements regarding NetApp’s sales channel and sales capacity; and statements regarding NetApp’s future growth and financial performance. All of these forward-looking statements involve risk and uncertainty. Actual results may differ materially from these statements for a variety of reasons, including, without limitation, general economic and market conditions, changes in U.S. government spending, revenue seasonality, foreign exchange impacts, and matters specific to our business, such as customer demand for and acceptance of our products, services, execution by our sales organization, changes in storage consumption models, and our ability to continue to generate healthy operating cash flow. These and other equally

important factors are described in reports and documents we file from time to time with the Securities and Exchange Commission, including the factors described under the sections titled "Risk Factors" in our most recently submitted Annual and Quarterly Reports on Forms 10-K and 10-Q, respectively. We disclaim any obligation to update information contained in this press release whether as a result of new information, future events, or otherwise.