FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* REICH JOEL D | 2. Date of Event Requiring Statement (Month/Day/Year) 07/17/2015 | | 3. Issuer Name and Ticker or Trading Symbol NetApp, Inc. [NTAP] | | | | | |
|--|---|--------------------|--|--|--|--|---|--|
| (Last) (First) (Middle) | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| 495 EAST JAVA DRIVE | | | Director Officer (give title below) | 10% Own Other (spe below) | ecify 6. Ap | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting | | |
| (Street) SUNNYVALE CA 94089 | | | Exec VP, Product Operations | | | Person Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |
| | Table I - No | n-Derivati | ve Securities Beneficiall | y Owned | | | | |
| 1. Title of Security (Instr. 4) | | | Amount of Securities eneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | | ure of Indirect Beneficial Ownership 5) | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Exercise Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | | |
| Non-Qualified Stock Option (right to buy) | 07/01/2012 ⁽¹⁾ | 05/31/2019 | Common Stock | 4,500 | 29.44 | D | | |
| Non-Qualified Stock Option (right to buy) | 07/03/2014 ⁽²⁾ | 06/02/2021 | Common Stock | 14,700 | 36.59 | D | | |
| Non-Qualified Stock Option (right to buy) | 07/01/2010 ⁽³⁾ | 05/31/2017 | Common Stock | 7,709 | 37.62 | D | | |
| Non-Qualified Stock Option (right to buy) | 07/03/2013 ⁽⁴⁾ | 06/02/2020 | Common Stock | 14,400 | 37.64 | D | | |
| Non-Qualified Stock Option (right to buy) | 10/28/2014 ⁽⁵⁾ | 11/14/2020 | Common Stock | 25,000 | 41.42 | D | | |
| Non-Qualified Stock Option (right to buy) | 07/01/2011 ⁽⁶⁾ | 05/31/2018 | Common Stock | 10,000 | 53.22 | D | | |
| Restricted Stock Unit | 04/16/2013 ⁽⁷⁾ | 04/16/2019 | Common Stock | 2,500 | 0.0(8) | D | | |
| Restricted Stock Unit | 06/01/2013 ⁽⁹⁾ | 06/01/2019 | Common Stock | 1,200 | 0.0(8) | D | | |
| Restricted Stock Unit | 06/03/2014 ⁽¹⁰⁾ | 06/03/2020 | Common Stock | 2,400 | 0.0(8) | D | | |
| Restricted Stock Unit | 11/15/2014 ⁽¹¹⁾ | 11/14/2020 | Common Stock | 6,249 | 0.0(8) | D | | |
| Restricted Stock Unit | 06/03/2015 ⁽¹²⁾ | 06/02/2021 | Common Stock | 9,750 | 0.0(8) | D | | |
| Restricted Stock Unit | 06/01/2016 ⁽¹³⁾ | 06/22/2022 | Common Stock | 11,400 | 0.0(8) | D | | |
| Restricted Stock Unit | 06/01/2016 ⁽¹⁴⁾ | 06/23/2022 | Common Stock | 13,700 | 0.0(8) | D | | |

Explanation of Responses:

- 1. On June 1, 2012, the reporting person was granted 14,400 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 1, 2012, subject to continued service on each applicable vesting date.
- 2. On June 3, 2014, the reporting person was granted 16,800 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 3, 2014, subject to continued service on each applicable vesting date.
- 3. On June 1, 2010, the reporting person was granted 10,000 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 1, 2010, subject to continued service on each applicable vesting date.
- 4. On June 3, 2013, the reporting person was granted 14,400 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 3, 2013, subject to continued service on each applicable vesting date.
- 5. On November 15, 2013, the reporting person was granted 25,000 nonqualified stock options, subject to the option vesting 25% on October 28, 2014, with the balance of the shares vesting monthly in equal installments over the next 36 months, subject to continued service on each applicable vesting date.
- 6. On June 1, 2011, the reporting person was granted 10,000 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 1, 2011, subject to continued service on each applicable vesting date.

- 7. On April 16, 2012, the reporting person was granted 10,000 restricted stock units, vesting in four equal annual installments beginning on April 16, 2013 and subject to continued service on each applicable vesting date.
- 8. Restricted stock units convert into common stock on a one-for-one basis.
- 9. On June 1, 2012, the reporting person was granted 4,800 restricted stock units, vesting in four equal annual installments beginning on June 1, 2013 and subject to continued service on each applicable vesting date.
- 10. On June 3, 2013, the reporting person was granted 4,800 restricted stock units, vesting in four equal annual installments beginning on June 3, 2014 and subject to continued service on each applicable vesting date.
- 11. On November 15, 2013, the reporting person was granted 8,333 restricted stock units, vesting in four equal annual installments beginning on November 15, 2014 and subject to continued service on each applicable vesting date.
- 12. On June 3, 2014, the reporting person was granted 13,000 restricted stock units, vesting in four equal annual installments beginning on June 3, 2015, and subject to continued service on each applicable vesting date.
- 13. On June 23, 2015, the reporting person was granted 11,400 restricted stock units, vesting in four equal annual installments beginning on June 1, 2016, subject to continued service on each applicable vesting date.
- 14. On June 23, 2015, the reporting person was granted 13,700 restricted stock units, vesting in four equal annual installments beginning on June 1, 2016, subject to continued service on each applicable vesting date.

By: Roberta S. Cohen
Attorney-in-Fact For: Joel D. 07/27/2015
Reich
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 5 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Matthew Fawcett, Elizabeth O'Callahan, Michael Nolan and Roberta Cohen, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% stockholder of NetApp, Inc. (the "Company"), any and all Form 3, 4 and 5 reports required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 and 5 report, complete and execute any amendment or amendments thereto and timely file such report with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney supersedes any other powers granted on a prior date for the same purposes and specifically revokes the powers granted to Haleh Carrillo in August 2012. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4 and 5 reports with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys -in-fact; provided that this Power of Attorney shall be automatically revoked with respect to an attorney-in-fact upon the termination of such attorney-in-fact's employment with the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this $15 \, \text{th}$ day of JULY, 2015.

Signature: /s/ Joel D. Reich

Print Name: JOEL D. REICH