

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

**SCHEDULE TO**  
(Rule 13e-4)

*Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934*

**NetApp, Inc.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Options to Purchase Common Stock, \$0.001 par value**  
(Title of Class of Securities)

**64110D104**  
(CUSIP Number of Class of Securities' Underlying Common Stock)

**Daniel J. Warmenhoven**  
Chief Executive Officer and Director  
NetApp, Inc.  
495 East Java Drive,  
Sunnyvale, California 94089  
(408) 822-6000

(Name, address and telephone numbers of person authorized to receive notices and  
communications on behalf of filing persons)

*Copies to:*

**Steven E. Bochner, Esq.**  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304-1050  
(650) 493-9300

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
Not applicable*	Not Applicable*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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

Amount Previously Paid: Not applicable.  
Form or Registration No.: Not applicable.  
Filing party: Not applicable.  
Date filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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On April 21, 2009, the stockholders of NetApp, Inc. (the “Company”) approved a one-time option exchange program (the “Option Exchange Program”) pursuant to which employees of the Company (excluding executives and directors) who hold certain options to purchase shares of the Company’s common stock (such options, “eligible options”) will be given the opportunity to exchange such eligible options for restricted stock units.

The attached written communication (the “Exhibit”) was disseminated by the Company on May 22, 2009 in connection with the proposed Option Exchange Program.

**The attached Exhibit does not constitute an offer to holders of eligible options to exchange such options. The Option Exchange Program described in the Exhibit has not yet commenced. Even though the Option Exchange Program has been approved by the stockholders of the Company, the Company may still decide not to implement the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available because they will contain important information about the Option Exchange Program. The Company will file the Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (the “SEC”) upon the commencement of the Option Exchange Program. The Company’s stockholders and option holders will be able to obtain these written materials and other documents filed by the Company with the SEC free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov). Eligible holders of the Company’s options may obtain a written copy of the tender offer documents free of charge, when available, by contacting the Compensation Group at NetApp, Inc., 495 East Java Dr., Sunnyvale, CA 94089.**

**Exhibit  
Number**

**Description**

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99.1 Frequently Asked Questions, disseminated by the Company on May 22, 2009 in connection with the Option Exchange Program.

**Information about How to Make your Election When the Option Exchange Begins****1. How and when do I tender my eligible options?**

In order to tender one or more of your eligible options, you must log on to the option exchange website at <https://netapp-exchange.equitybenefits.com> and click on the “Make an Election” button to proceed with your election. You will be redirected to the first page of the election form. You will need to check the appropriate boxes next to each of your eligible options to indicate whether you elect to tender your eligible options in accordance with the terms of the Offer. After completing the Election Form, you will be allowed to review your elections. If you are satisfied with your elections, you will proceed to the Agreement to Terms of Election page. Only after you agree to the Terms of Election, will you be directed to the Election Confirmation Statement page. Please print and keep a copy of the Election Confirmation Statement for your records. You will then have completed the election process for tendering your eligible options.

We encourage you to submit your election electronically via the offer website. If you are unable to do so, you must complete a paper election form and return it via facsimile at (408) 716-2633 or e-mail at [optexch@netapp.com](mailto:optexch@netapp.com) (via PDF or similar imaged document file), before 9:00 p.m., Pacific Time, on June 19, 2009. To obtain a paper election form, please send an e-mail request to [optexch@netapp.com](mailto:optexch@netapp.com) or call (408) 754-4670. You can also view and print the election form at [http://finance-web.netapp.com/stock/stock-option-exchange\\_09.html](http://finance-web.netapp.com/stock/stock-option-exchange_09.html).

**2. Can I change my election with respect to my eligible options?**

You may change your previously submitted election at any time before 9:00 p.m. Pacific Time on the day the option exchange expires. If you would like to change your election, you must log on to the option exchange website at <https://netapp-exchange.equitybenefits.com> and make a new election. You should print a copy of your revised Election Confirmation Statement and keep those documents with your other records for this Offer. Alternatively, you may change your existing election by completing a new paper Election Form and returning it to the Company via facsimile to (408) 716-2633 or email at [optexch@netapp.com](mailto:optexch@netapp.com). To obtain a paper election form, please send an e-mail request to [optexch@netapp.com](mailto:optexch@netapp.com) or call (408) 754-4670. You can also view and print the election form at [http://finance-web.netapp.com/stock/stock-option-exchange\\_09.html](http://finance-web.netapp.com/stock/stock-option-exchange_09.html). You may change your previously submitted elections as many times as you would like before the expiration of the Offer.

**3. If you change or extend the option exchange, how will you notify me?**

If we decide to make any changes to the terms of the option exchange, including extending the period of time which the option exchange will be available, we will send you an e-mail, issue a press release, or send another form of communication announcing the change. The announcement will be issued no later than 6:00 a.m. Pacific Time, on the next U.S. business day following the original expiration date.

**4. I believe I am an eligible employee and hold eligible options, but I did not receive the link to the option exchange website or my password. What should I do?**

If, after confirming your current outstanding option grants using the SmithBarney Benefit Access site noted in question #14 above, and after confirming that you meet each of the criteria for being an “eligible employee” who holds “eligible options” as described in questions #10 and #13 above, then contact [optexch@netapp.com](mailto:optexch@netapp.com), or contact NetApp Stock Administration at [stockadmin@netapp.com](mailto:stockadmin@netapp.com).

**5. When I log onto the option exchange website, I see some of my option grants, but not all of them. Why?**

It's likely that some, but not all, of your options are eligible for the option exchange. If, after confirming your current outstanding option grants using the SmithBarney site noted in question #14 above, and after confirming that each of your options meets the criteria for being an “eligible option” as described in questions #13 above, you believe that you have additional options which are eligible, then contact [optexch@netapp.com](mailto:optexch@netapp.com), or contact NetApp Stock Administration at [stockadmin@netapp.com](mailto:stockadmin@netapp.com).