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

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FORM 8-K

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CURRENT REPORT

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

Date of Report (Date of earliest event reported):  
July 8, 2009

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NETAPP, INC.

(Exact name of registrant as specified in its charter)

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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.)

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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 1.02 Termination of a Material Definitive Agreement.**

***Agreement and Plan of Merger with Data Domain, Inc.***

As previously reported, on May 20, 2009, NetApp, Inc., a Delaware corporation (the “**Company**”), entered into an Agreement and Plan of Merger (as amended on June 3, 2009, the “**Merger Agreement**”) with Data Domain, Inc., a Delaware corporation (“**Data Domain**”), Kentucky Merger Sub One Corporation, a Delaware corporation and wholly owned subsidiary of the Company (“**Merger Sub One**”), and Derby Merger Sub Two Corporation, a Delaware limited liability company and wholly owned subsidiary of the Company (“**Merger Sub Two**”). Pursuant to the terms of the Merger Agreement, Merger Sub One would have merged with and into Data Domain, with Data Domain continuing as the interim surviving entity, and, immediately thereafter, subject to certain conditions, Data Domain would have merged with and into Merger Sub Two, with Merger Sub Two continuing as the final surviving entity.

On July 8, 2009, in response to an unsolicited tender offer by EMC Corporation, Data Domain’s board of directors terminated the Merger Agreement pursuant to the terms thereof and, in connection therewith, paid the Company a \$57,000,000 termination fee.

**Item 8.01 Other Information.**

On July 8, 2009, the Company issued a press release relating to the termination of the Merger Agreement. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release by NetApp, Inc., dated July 8, 2009.

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**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: July 9, 2009

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

NetApp Declines to Revise Bid for Data Domain; Merger Agreement Terminated  
NetApp to Focus on Its Existing Growth Opportunities

**Sunnyvale, CA — July 8, 2009** — NetApp (NASDAQ: NTAP) today announced that it will not revise its proposal to acquire Data Domain (NASDAQ: DDUP) in the wake of EMC's higher unsolicited offer, and that NetApp and Data Domain have terminated their merger agreement. NetApp confirmed that it has received a \$57 million break-up fee from Data Domain as a result of the termination of the agreement.

"While NetApp's acquisition of Data Domain would have produced benefits for customers and employees and complemented NetApp's existing growth trajectory, we remain highly confident in our already compelling strategic plan, market opportunities, and competitive strengths," said Dan Warmenhoven, NetApp's chairman and CEO. "NetApp applies a disciplined approach to acquisitions, one focused intently on creating long-term value for our stockholders. We therefore cannot justify engaging in an increasingly expensive and dilutive bidding war that would diminish the deal's strategic and financial benefits."

"NetApp has established leadership positions in virtualized infrastructure, storage efficiency, and unified storage, even in these difficult economic times, by helping customers meet their business objectives with less physical storage while reducing costs. That commitment will not change. We look forward to continuing to build on our foundation of innovation and customer service, and to continuing to execute our successful growth strategy."

#### **Forward-Looking Statements**

In addition to historical information, this document contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements contained herein represent NetApp's beliefs regarding future events, many of which are, by their nature, inherently uncertain and outside NetApp's control. Forward-looking statements include, but are not limited to, statements regarding NetApp's market opportunities and competitive strengths as well as its strategies, plans, and objectives and other statements that are not historical facts.

NetApp cautions readers that the forward-looking statements contained herein are subject to risks and uncertainties that could cause actual results to differ materially from the results anticipated by such statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the adverse global economic and market conditions, risks associated with the anticipated growth in network storage and content delivery markets, NetApp's ability to deliver new product architectures and enterprise service offerings, and other important factors as described in NetApp's reports and documents filed from time to time with the Securities and Exchange Commission. NetApp disclaims any obligation to update and revise the forward-looking statements contained in these materials based on new information or otherwise.

#### **About NetApp**

NetApp creates innovative storage and data management solutions that help our customers deliver outstanding cost efficiency and accelerate business breakthroughs. Discover our passion for helping companies around the world go further, faster at [www.netapp.com](http://www.netapp.com).

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