
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:
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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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This filing contains only preliminary communications made before the commencement of an anticipated one-time stock option exchange program (the “Option Exchange Program”) to allow employees (excluding executive officers and directors) of NetApp, Inc. (the “Company”) that hold certain eligible options to purchase shares of the Company’s common stock (the stock options eligible for the Option Exchange Program, “eligible options”) to exchange such eligible options for restricted stock units.

Exhibit 99.1 to this filing is the Company’s Definitive Proxy Statement for the Special Meeting of Stockholders scheduled for April 21, 2009 (the “Definitive Proxy Statement”), which contains a proposal that will be submitted to the Company’s stockholders to approve the Option Exchange Program and amendments to certain of the Company’s equity plans to facilitate the Option Exchange Program.

On March 23, 2009, Daniel J. Warmenhoven, NetApp’s Chairman and Chief Executive Officer, sent an e-mail to employees of the Company (the “E-mail Communication to Employees”) describing the Company’s intention to commence the Option Exchange Program if stockholder approval is obtained. The text of the e-mail is attached as Exhibit 99.2.

The Definitive Proxy Statement and the E-mail Communication to Employees do not constitute an offer to holders of eligible options to exchange such options. The Option Exchange Program described in the Definitive Proxy Statement and the E-mail Communication to Employees has not yet commenced. The Option Exchange Program will only be commenced, if at all, if stockholders approve the Option Exchange Program and the amendments to certain of the Company’s equity plans to facilitate the Option Exchange Program. Even if the requisite stockholder approval is obtained, the Company may still decide later 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. 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.

Item 12. Exhibits.

Exhibit Number	Description
99.1	Definitive Proxy Statement for the Special Meeting of Stockholders scheduled for April 21, 2009 (incorporated by reference to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 23, 2009).
99.2	E-mail Communication to Employees from Daniel J. Warmenhoven.

E-mail Communication to Employees

From: Warmenhoven, Dan
Sent: Monday, March 23, 2009 11:02 AM
To: c-dl-employees
Subject: Proxy Filing

Today NetApp filed a proxy statement asking stockholders to approve a one-time, voluntary stock option exchange program. If approved, this program will allow employees to exchange certain stock options that are “underwater”, meaning they have exercise prices that are higher than a specified share price, for a lower number of restricted stock units (RSUs).

A special meeting of our stockholders has been scheduled for April 21, 2009, to vote on the stock option exchange proposal. Stockholders must approve the proposal before the exchange offer can proceed.

If the proposal is approved by the stockholders we intend to offer the program to all eligible employees based in our U.S. and international locations (where feasible and permitted by local law). Participation in the exchange program will be voluntary, and eligible employees will have a pre-set election period to determine if they wish to participate. We will provide eligible employees with more information and written materials explaining the precise terms and timing of the exchange program and how it may apply at the time the exchange program begins.

Stock option exchanges are governed by the SEC and NASDAQ regulations. Information about the proposal can be found in the proxy statement and other materials filed with the SEC, which is available on the NetApp website at <http://investors.netapp.com/sec.cfm> or on the SEC’s website at www.sec.gov.

More information will be sent to you in the coming weeks regarding the stockholder vote. For those of you who are stockholders, your vote is important and we encourage you to vote. You will receive the meeting notice and proxy statement in the mail with details on when and how to vote the shares you own.

Dan

Note: The option exchange program described in this email has not yet commenced. If the proposal is approved by the stockholders and the exchange is implemented, we will provide option holders who are eligible to participate in the exchange program with written materials explaining the precise terms and timing of the exchange program at the time the exchange program begins. Persons who are eligible to participate in the exchange program should read these written materials carefully when they become available because they will contain important information about the program. At the time the exchange program begins we will also file these written materials as part of a tender offer statement with the Securities and Exchange Commission. Our stockholders and option holders will be able to obtain these written materials and other documents we file with the Securities and Exchange Commission free of charge at www.sec.gov. Persons eligible to participate in the exchange will also be able to obtain a written copy of the tender offer documents free of charge, when they become available, by contacting the Compensation Group, at NetApp, Inc., 495 East Java Dr., Sunnyvale, CA 94089.