

NETSUITE INC
Form 3
December 19, 2007

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>^ Mansfield Dean</p> <p>(Last) (First) (Middle)</p> <p>C/O NETSUITE INC.,^ 2955 CAMPUS DRIVE, SUITE 100</p> <p>(Street)</p> <p>SAN MATEO,^ CA^ 94403</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/19/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NETSUITE INC [N]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Pres. Worldwide Sales & Dist.</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Employee Stock Option (right to buy)	Â (1)	01/28/2014	Common Stock	7,000	\$ 0.7	D	Â
Employee Stock Option (right to buy)	Â (2)	07/13/2014	Common Stock	50,000	\$ 0.7	D	Â
Employee Stock Option (right to buy)	Â (3)	05/17/2015	Common Stock	175,000	\$ 1	D	Â
Employee Stock Option (right to buy)	Â (4)	12/30/2015	Common Stock	300,000	\$ 5	D	Â
Employee Stock Option (right to buy)	Â (5)	06/28/2017	Common Stock	50,000	\$ 12.4	D	Â
Employee Stock Option (right to buy)	Â (6)	12/12/2017	Common Stock	37,500	\$ 14.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mansfield Dean C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403	Â	Â	Â Pres. Worldwide Sales & Dist.	Â

Signatures

/s/ DOUGLAS P. SOLOMON, by power of
attorney

12/19/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on January 5, 2005 and one forty-eighth of the shares shall vest monthly thereafter.
 - (2) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on August 1, 2004 and one forty-eighth of the shares shall vest monthly thereafter.
 - (3) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on June 17, 2005 and one forty-eighth of the shares shall vest monthly thereafter.
 - (4) The option is subject to an early exercise provision and is immediately exercisable. One ninety-sixth of the shares subject to the option vested on January 30, 2006 and one ninety-sixth of the shares shall vest monthly thereafter.
 - (5) The option was fully vested on June 28, 2007, the grant date.
 - (6) The option is subject to an early exercise provision and is immediately exercisable. One thirty-sixth of the shares subject to the option vest on January 12, 2009 and one thirty-sixth of the shares shall vest monthly thereafter.

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

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