

NetApp, Inc.  
Form 8-K  
June 26, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

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

**Date of Report (Date of Earliest Event Reported): June 22, 2009**

**NetApp, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

0-27130

77-0307520

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

495 East Java Drive, Sunnyvale,  
California

94089

(Address of principal executive  
offices)

(Zip Code)

Registrant's telephone number, including area code:

(408) 822-6000

Not Applicable

Former name or former address, if changed since last report

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))

**Item 5.02(e) Compensatory Arrangements of Certain Officers.**

On June 22, 2009, the Compensation Committee (the Committee) of the Board of Directors of NetApp, Inc. (the Company) approved compensation packages for fiscal year 2010 for the Company's senior executives, including the named executive officers. For fiscal year 2010, the annual base salaries and target incentive compensation awards for the following named executive officers (including our principal executive officer and our principal financial officer) will be:

|   | <b>Base Salary<br/>FY2010</b> | <b>Target<br/>Incentive<br/>Compensation</b> |
|---|-------------------------------|--|
| Daniel J. Warmenhoven<br><i>Chairman and Chief Executive Officer</i>          | \$ 900,000                    | 130%   |
| Thomas Georgens<br><i>President and Chief Operating Officer</i>               | \$ 600,000                    | 120%   |
| Thomas F. Mendoza<br><i>Vice Chairman</i>                                     | \$ 600,000                    | 120%   |
| Robert E. Salmon,<br><i>Executive Vice President, Field Operations</i>        | \$ 530,000                    | 110%   |
| Steven J. Gomo<br><i>Executive Vice President and Chief Financial Officer</i> | \$ 500,000                    | 110%   |

The approval of annual base salaries and target incentive compensation awards (which are expressed as a percentage of annual base salary) for the named executive officers was based on an annual review of the compensation of senior executive positions. The annual base salaries and target incentive compensation awards for the named executive officers remained unchanged from fiscal year 2009 amounts. The fiscal year 2010 annual base salaries are effective August 1, 2009, and target incentive compensation awards are effective April 25, 2009.

Incentive compensation for the Company's named executive officers is determined pursuant to the terms of the Company's Executive Compensation Plan, which was adopted by the Company's Board of Directors on July 13, 2007, approved by the Company's stockholders on September 19, 2007, and filed as an exhibit to the Company's Proxy Statement dated July 25, 2007.

**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.

*June 26, 2009*

*By: /s/ Andrew Kryder*

*Name: Andrew Kryder*

*Title: Secretary, General Counsel, and  
Senior Vice President, Legal and Tax*