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May 9, 2014

Via email to: shareholderproposals@sec.gov
U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, NE
Washington, DC 20549-2736

Re: Shareholder Proposal of Jing Zhao for Inclusion in NetApp 2014 Proxy Statement

Ladies and Gentlemen:

It is a surprise that rather than communicating with its shareholders on important corporate policy issues, NetApp wasted company's resource to hire outside lawyers against its own shareholders. This is just another indication that NetApp need improve its public policy and testifies the importance to respect shareholders' right to request company's policy change.

There is no need to use common sense to rebut the impermissibly irrelevant and materially false and misleading statements in the May 6, 2014 letter to the SEC by Wilson Sonsini Goodrich & Rosati Professional Corporation. However, to prevent the company's Board from repeating the same misleading statements from the letter in their predictable Opposition Statement against my proposal in the proxy material, I would like to provide some basic facts here.

The letter listed many irrelevant cases to justify the company's attempt to exclude my proposal, but it does not mention the most similar proposal I submitted to the Goldman Sachs Group, Inc. in 2013. Net App should compare its public policy with the public policies of those companies, which were listed in the letter, to demonstrate that the company has substantially implemented public policy properly than others, but the letter did nothing to compare.

There are many materially false and misleading statements in the letter. For example, it utilized the EICC (Electronics Industry Citizenship Coalition) lengthily in section 3(a) (pages 5 and 8) as a shelter to cover NetApp's Code of Conduct reality. However, we know that the EICC (and other corporate sponsored entities cited in the letter) never conducted

any independent verification whether its members follow the IECC code. NetApp should proudly cite Apple Inc. and Foxconn as its EICC fellow members, which may have received more “awards” than NetApp from various corporate sponsored entities. But here is one independent research of their conducts: Jenny Chan, Ngai Pun and Mark Selden, "The politics of global production: Apple, Foxconn and China's new working class," The Asia-Pacific Journal, Vol. 11, Issue 32, No. 2, August 12, 2013.¹ The letter failed to show that NetApp performs better than Apple Inc. or Foxconn. If NetApp is willing to improve its policy, at least it should learn from better EICC fellow member Hewlett-Packard: HP respected shareholders’ right to vote on my similar proposal in 2013 and also changed its supplier chain policy.²

The letter’s section 3(b) attacking my proposal “impermissibly vague and indefinite” repeated some same misleading statements in section 3(a). It is also logically absurd because through section 3(a) the letter shows that the company knows clearly that my proposal is neither vague nor indefinite. The board should be smart enough to implement the proposal that there is no need to dictate the details in the proposal. In fact, because my proposal is so clear to the company, NetApp is determined to exclude it.

Finally, I will respect the result of my fellow shareholders after the voting of my proposal, and will continue to hold the company’s shares until the company learns to respect shareholder’s right to submit a proposal to be voted at the annual shareholders meeting.

Should you have any questions, please contact me at 925-643-5034 (phone/fax) or zhao.cpri@gmail.com.

Respectfully,



Jing Zhao

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¹ <http://www.japanfocus.org/-Jenny-Chan/3981>

² <http://cn.nytimes.com/business/20130208/c08hewlett/en-us/>