



NETAPP, INC.
495 East Java Drive
Sunnyvale, California 94089

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held Friday, September 5, 2014

You are cordially invited to attend the Annual Meeting of Stockholders, and any adjournment, postponement or other delay thereof (the “Annual Meeting”), of NetApp, Inc., a Delaware corporation (“NetApp”), which will be held on Friday, September 5, 2014, at 3:30 p.m. local time, at NetApp’s headquarters, 495 East Java Drive, Sunnyvale, California 94089. We are holding the Annual Meeting for the following purposes:

1. To elect the following individuals to serve as members of the Board of Directors for the ensuing year or until their respective successors are duly elected and qualified: Thomas Georgens, T. Michael Nevens, Jeffrey R. Allen, Tor R. Braham, Alan L. Earhart, Gerald Held, Kathryn M. Hill, George T. Shaheen, Robert T. Wall and Richard P. Wallace;
2. To approve an amendment to NetApp’s Amended and Restated 1999 Stock Option Plan to increase the share reserve by an additional 7,500,000 shares of common stock;
3. To approve an amendment to NetApp’s Employee Stock Purchase Plan to increase the share reserve by an additional 5,000,000 shares of common stock;
4. To approve NetApp’s Executive Compensation Plan;
5. To conduct an advisory vote to approve Named Executive Officer compensation;
6. To consider a stockholder proposal, if properly presented at the Annual Meeting;
7. To ratify the appointment of Deloitte & Touche LLP as NetApp’s independent registered public accounting firm for the fiscal year ending April 24, 2015; and
8. To transact such other business as may properly come before the Annual Meeting.

The foregoing items of business are more fully described in the Proxy Statement that accompanies this Notice of Annual Meeting of Stockholders. The Board of Directors has fixed the close of business on July 22, 2014 as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting.

In accordance with the rules and regulations of the Securities and Exchange Commission, we have elected to provide access to our proxy materials over the Internet. Accordingly, NetApp will mail, on or about July 25, 2014, a Notice of Internet Availability of Proxy Materials to its stockholders of record and beneficial owners. The Notice of Internet Availability of Proxy Materials will identify: (1) the website where our proxy materials will be made available; (2) the date, time, and location of the Annual Meeting; (3) the matters to be acted upon at the Annual Meeting and the Board of Directors’ recommendation with regard to each matter; (4) a toll-free telephone number, an e-mail address, and a website where stockholders can request a paper or e-mail copy of the Proxy Statement, our Annual Report on Form 10-K or a form of proxy relating to the Annual Meeting; (5) instructions on how to vote your shares by proxy; and (6) information on how to obtain directions to attend the Annual Meeting and vote in person by ballot. These proxy materials will be available free of charge.

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To assure your representation at the Annual Meeting, you are urged to cast your vote as instructed in the Notice of Internet Availability of Proxy Materials over the Internet or by telephone as promptly as possible. You may also request a paper proxy card to submit your vote by mail, if you prefer. Any stockholder of record attending the Annual Meeting may vote in person by ballot, even if such stockholder has previously voted over the Internet, voted by telephone or returned a signed proxy card. Any beneficial owner who is not a stockholder of record will be required to show a legal proxy from such stockholder's bank, broker or other nominee in order to vote in person by ballot at the Annual Meeting.

Thank you for your interest in NetApp.

BY ORDER OF THE BOARD OF DIRECTORS,

A handwritten signature in black ink, appearing to read 'T. Georgens', written over a horizontal line.

Thomas Georgens
Chairman of the Board and Chief Executive Officer

Sunnyvale, California
July 25, 2014

YOUR VOTE IS EXTREMELY IMPORTANT. TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING, YOU ARE URGED TO VOTE BY TELEPHONE OR OVER THE INTERNET AS PROMPTLY AS POSSIBLE. ALTERNATIVELY, YOU MAY REQUEST A PAPER PROXY CARD, WHICH YOU SHOULD SIGN, DATE AND RETURN BY MAIL.

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PROPOSAL NO. 6
STOCKHOLDER PROPOSAL

Jing Zhao, 262 Altadena Circle, Pittsburg, CA 94565, the beneficial owner of shares of the Company's common stock valued at \$2,000 or greater, has given notice that he intends to present a proposal at the Annual Meeting. In accordance with SEC rules, the following is the complete text of the proposal exactly as submitted. The stockholder proposal includes some assertions that we believe are misleading. We have not addressed all of these assertions, and we accept no responsibility for the stockholder proposal.

Shareholder Proposal on Establishing a Public Policy Committee

Resolved: shareholders recommend that NetApp, Inc. (the Company) establish a Public Policy Committee to assist the Board of Directors in overseeing the Company's policies and practice that relate to public policy including human rights, corporate social responsibility, vendor chain management, charitable giving, political activities and expenditures, government relations activities, international relations, and other public issues that may affect the Company's operations, performance or reputation, and shareholders' value.

Supporting Statement

The Company currently has four committees: Corporate Governance and Nominating Committee mainly to "assist with director nominations" (2013 Notice of Annual Meeting p.12), Compensation Committee, Audit Committee, and Strategy Committee which "assists the Board in fulfilling its responsibilities relating to the development, articulation, and execution of the Company's long-term strategic plan, and the review, evaluation, and approval of certain strategic transactions" (2013 Notice of Annual Meeting p.14). There is no committee to deal with the increasingly complicated public policy issues. For example, in the dynamic Pacific Asia region where the Company has heavy business, the Japanese government has utilized the Tiananmen Tragedy of China in 1989 to abandon its own peace constitution, which is the cornerstone of Asia's peace after WWII, towards rearmament, militarization and fascism to mislead the U.S. under the U.S.-Japan Security Treaties to crash with the rising power of a nationalistic China. Although the Japanese government signed the G-7 Summit declaration in 1989 to protect Chinese students, I, as a graduate student in Osaka University organizing Chinese democratic and human rights activities in Japan, was persecuted because I refused to collaborate with the Japanese government to betray my fellow Chinese students (refer to Japan's second largest newspaper Asahi's interviews with me on February 10, 1990, October 20, 1992 and June 8, 2009, and my article "The Betrayal of Democracy: Tiananmen's Shadow over Japan," Historia Actual Online. ISSN 1696-2060. 2004. Issue 4 Volume 2). On the other hand, the public is concerned of recent media coverage of many U.S. companies bribing Chinese high officials to obtain business deals in China. Without a public policy committee, it is very difficult for the Company to legitimately and ethically deal with today's complicated international affairs affecting our business. For this reason, and partly to respond to my proposal, Microsoft established such a committee in 2012. Let's follow the industrial leader to establish a Public Policy Committee too.

The Company's Response

Our Board carefully considered this stockholder proposal and concluded that its adoption would not be in the best interests of the Company or its stockholders. In particular, our Board believes that our policies and practices already compare favorably to those requested by the proponent.

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Our commitment to public policy is fundamental to our business. We are a global company with worldwide operations. We recognize and take seriously our responsibility to engage public policy matters that impact our business operations and stakeholders globally. Our policies, practices, procedures and public disclosures related to public policy are broadly structured to address a wide array of issues, including the following:

- *Human Rights* : We are committed to human rights and have adopted a number of policies in furtherance of ensuring that human rights are respected, including policies regarding responsible sourcing, ethical labor practices and supply chain accountability.
- *Corporate Social Responsibility* : Our operational philosophy and culture are based on our vision to deliver the best possible results for the communities we serve by living a set of shared core values. We have advanced our core corporate responsibility objectives and operational philosophy through several channels and mechanisms, including the following:
 - award-winning, global workplace satisfaction;
 - a philanthropic focus on contributing time, talent, products, services and money to nonprofit organizations and schools in the vicinity of our major employee population centers;
 - worldwide charitable giving, including disaster relief efforts;
 - volunteerism; and
 - environmental stewardship.
- *Vendor Chain Management* : We believe in operational excellence and compliance with applicable laws and regulations in our global supply chain, which includes labor practices, integrity of materials, quality control, environmental compliance, export control and other trade laws.
- *Political Activities and Expenditures* : We maintain procedures related to donations, whether monetary, product or otherwise.
- *Government Relations Activities* : We are committed to compliance with rules and regulations that apply to government contracting and business communications with government officials, their prime contractors or their agents.

Our Management, Integrity and Compliance Office and Community Relations Team maintain oversight with respect to our public policy commitments around the world.

Given the broad, worldwide scope of our current policies and practices relating to public policy matters in the areas described by the proponent and our existing commitment to continuing engagement on these issues, our Board does not believe that the additional actions requested by the stockholder proposal are necessary.

Vote Required

This Proposal No. 6 is advisory in nature and would constitute a recommendation to our Board if it is approved by stockholders. The affirmative vote of a majority of the stock having voting power present in person or represented by proxy is required to approve this Proposal No. 6. Unless you indicate otherwise, your proxy will be voted “AGAINST” the proposal.

**Our Board of Directors Unanimously Recommends That Stockholders
Vote AGAINST Proposal No. 6**