

NETSUITE INC
Form 4
December 27, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
FARRINGTON DEBORAH A

(Last) (First) (Middle)

C/O NETSUITE INC., 2955
CAMPUS DRIVE, SUITE 100

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETSUITE INC [N]

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					1,283	D	
Common Stock	12/24/2007		C		695,321	A	(1) 695,321
Common Stock	12/24/2007		C		120,734	A	(3) 816,055
Common Stock	12/24/2007		C		249,064	A	(4) 1,065,119

See footnote (2)
See footnote (2)
See footnote (2)

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Common Stock	12/24/2007		C	527,649	A	<u>(5)</u>	1,592,768	I	See footnote <u>(2)</u>
Common Stock	12/24/2007		C	654,699	A	<u>(6)</u>	2,247,467	I	See footnote <u>(2)</u>
Common Stock	12/24/2007		C	448,301	A	<u>(7)</u>	2,695,768	I	See footnote <u>(2)</u>
Common Stock	12/24/2007		C	186	A	<u>(1)</u>	186	I	See footnote <u>(8)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series C Convertible Preferred Stock	<u>(1)</u>	12/24/2007		C	119,243	<u>(1)</u> <u>(1)</u>	Common Stock 695,321
Series D Convertible Preferred Stock	<u>(3)</u>	12/24/2007		C	31,266	<u>(3)</u> <u>(3)</u>	Common Stock 120,734
Series E Convertible Preferred Stock	<u>(4)</u>	12/24/2007		C	159,382	<u>(4)</u> <u>(4)</u>	Common Stock 249,064
Series F Convertible Preferred Stock	<u>(5)</u>	12/24/2007		C	447,663	<u>(5)</u> <u>(5)</u>	Common Stock 527,649

Series G Convertible Preferred Stock	<u>(6)</u>	12/24/2007	C	654,699	<u>(6)</u>	<u>(6)</u>	Common Stock	654,699
Series H Convertible Preferred Stock	<u>(7)</u>	12/24/2007	C	448,301	<u>(7)</u>	<u>(7)</u>	Common Stock	448,301
Series C Convertible Preferred Stock	<u>(1)</u>	12/24/2007	C	32	<u>(1)</u>	<u>(1)</u>	Common Stock	186

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARRINGTON DEBORAH A C/O NETSUITE INC., 2955 CAMPUS DRIVE SUITE 100 SAN MATEO, CA 94403	X			

Signatures

/s/ Douglas P. Solomon, by power of attorney

12/26/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Each share of Series C Convertible Preferred Stock automatically converted into 5.83113255 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
- (2) Shares held directly by StarVest Partners, L.P. The reporting person is a General Partner of StarVest Partners, L.P. and disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (3) Each share of Series D Convertible Preferred Stock automatically converted into 3.86152141 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
- (4) Each share of Series E Convertible Preferred Stock automatically converted into 1.56268882 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
- (5) Each share of Series F Convertible Preferred Stock automatically converted into 1.1786783 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
- (6) Each share of Series G Convertible Preferred Stock automatically converted into one share of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
- (7) Each share of Series H Convertible Preferred Stock automatically converted into one share of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
- (8) Shares held directly by StarVest Management, Inc., as Nominee for StarVest Partners Advisory Council Co-Investment Plan. The reporting person is President of StarVest Management, Inc. and disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

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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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