

NetApp, Inc.
Form DEFA14A
July 14, 2008

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant ☒ [X]

Filed by a Party other than the Registrant ☐ []

Check the appropriate box:

☐ [] Preliminary Proxy Statement
☐ [] Definitive
Proxy
Statement ☐ []
Confidential, for
Use of the
Commission Only
(as permitted by
Rule 14a-6(e)(2)) ☒ [X]
Definitive
Additional
Materials ☐ []
Soliciting
Material Pursuant
to sec.
240.14a-11(c) or
sec. 240.14a-12

NetApp, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ [X] Fee not required.
☐ [] Fee
computed on
table below per
Exchange Act
Rules 14a-6(i)(1)
and 0-11.
(1) Title of each
class of securities
to which
transaction

applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials. ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form,
Schedule or
Registration
Statement No.:

(3) Filing Party:

(4) Date Filed:

NETAPP, INC.
**** IMPORTANT NOTICE ****
Regarding the Availability of Proxy Material

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.

*COMPUTERSHARE
C/O NETAPP, INC.
2 LASALLE STREET, 3RD STREET
CHICAGO, IL 60602*

Stockholder Meeting to be held on 09/02/08

Proxy Material Available

Notice and Proxy Statement

Form 10K

Annual Report

PROXY MATERIAL VIEW OR RECEIVE

You can choose to view the material Online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 08/19/08.

HOW TO VIEW MATERIAL VIA THE INTERNET

Have the 12 Digit Control Number(s) available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIAL

- | | | | |
|----|--------------|---|--|
| 1) | BY INTERNET | - | www.proxyvote.com |
| 2) | BY TELEPHONE | - | 1-800-579-1639 |
| 3) | BY E-MAIL* | - | sendmaterial@proxyvote.com |

*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

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See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type: Annual
Meeting Date: 09/02/08
Meeting Time: 3:00 P.M. PDT
For holders as of: 07/09/08

Meeting Location:

NetApp, Inc.
Corporate Headquarters
495 East Java Drive
Sunnyvale, CA 94089

Meeting Directions:

For Meeting Directions Please Call:
800-952-5005, Press 6

How To Vote

Vote In Person

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Vote By Internet

To vote *now* by Internet, go to
WWW.PROXYVOTE.COM.

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

R1NTA2

Voting items

**The Board of Directors recommends that you
vote FOR the following proposals:**

1. To elect the following individuals to serve as members of the Board of the Directors for the ensuing year or until their respective successors are duly elected and qualified:

01) Daniel J. Warmenhoven	07) Edward Kozel
02) Donald T. Valentine	08) Mark Leslie
03) Jeffry R. Allen	09) Nicholas G. Moore
04) Carol A. Bartz	10) George T. Shaheen
05) Alan L. Earhart	11) Robert T. Wall;
06) Thomas Georgens	
2. To approve an amendment to the 1999 Stock Option Plan to allow the Company to grant equity awards to the Company's non-employee directors under all equity programs under the 1999 Plan;
3. To approve an amendment to the 1999 Plan to increase the share reserve by an additional 6,600,000 shares of common stock;
4. To approve an amendment to the Employee Stock Purchase Plan to increase the share reserve under the Purchase Plan by an additional 2,900,000 shares of common stock;
5. To ratify the appointment of Deloitte & Touche LLP as independent auditors of the Company for the fiscal year ending April 24, 2009.

R1NTA3