

NETSUITE INC  
Form SC 13D  
August 12, 2016

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**

**NetSuite Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.01**

**(Title of Class of Securities)**

**64118Q107**

**(CUSIP Number)**

*Copies to:*

**Brian S. Higgins**

**Vice President and Associate General Counsel**

**Oracle Corporation**

**500 Oracle Parkway**

Edgar Filing: NETSUITE INC - Form SC 13D

**Redwood City, California 94065**

**Telephone: (650) 506-7000**

*Copy to:*

**Keith A. Flaum**

**James R. Griffin**

**Weil, Gotshal & Manges LLP**

**201 Redwood Shores Parkway**

**Redwood Shores, California 94065**

**Telephone: (650) 802-3000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**July 28, 2016**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



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CUSIP No. 64118Q107

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1 NAMES OF REPORTING PERSONS

2 ORACLE CORPORATION  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 N/A  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e): "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

35,291,459 1  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH:

0  
10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 1

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

43.4% 1

14 TYPE OF REPORTING PERSON

CO

1 An aggregate of 35,291,317 shares of NetSuite Inc. (the "Issuer") common stock (as represented to Oracle by the Issuer and the Stockholders) are subject to Tender and Support Agreements dated July 28, 2016 (the "Tender Agreements") entered into by OC Acquisition LLC ("OC"), a subsidiary of Oracle Corporation ("Oracle"), Napa Acquisition Corporation, a subsidiary of OC, and each of Zachary Nelson, Evan Goldberg, James McGeever, Ronald Gill and NetSuite Restricted Holdings LLC, an entity controlled by Lawrence J. Ellison (each a "Stockholder", discussed in Items 3 and 4 below) representing shares beneficially owned by the Stockholders. Oracle expressly disclaims beneficial ownership of any shares of Issuer common stock covered by the Tender Agreements. An aggregate of 142 shares of Issuer common stock are beneficially owned by an independent director of Oracle through family trusts. Oracle expressly disclaims beneficial ownership of any shares of Issuer common stock held by such independent director through family trusts. Based on the number of shares of Issuer common stock outstanding as of July 28, 2016 (as represented by the Issuer in the Merger Agreement discussed in Items 3 and 4), the aggregate number of shares of Issuer common stock covered by the Tender Agreements and held by the independent director through family trusts represents approximately 43.4% of the outstanding Issuer common stock.

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CUSIP No. 64118Q107

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1 NAMES OF REPORTING PERSONS

2 OC ACQUISITION LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 N/A  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e): "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

35,291,459 2  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH:

0  
10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 2

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

43.4% 2

14 TYPE OF REPORTING PERSON

OO

2 An aggregate of 35,291,317 shares of NetSuite Inc. (the Issuer ) common stock (as represented to Oracle by the Issuer and the Stockholders) are subject to Tender and Support Agreements dated July 28, 2016 (the Tender Agreements ) entered into by OC Acquisition LLC ( OC ), a subsidiary of Oracle Corporation ( Oracle ), Napa Acquisition Corporation, a subsidiary of OC, and each of Zachary Nelson, Evan Goldberg, James McGeever, Ronald Gill and NetSuite Restricted Holdings LLC, an entity controlled by Lawrence J. Ellison (each a Stockholder , discussed in Items 3 and 4 below) representing shares beneficially owned by the Stockholders. OC expressly disclaims beneficial ownership of any shares of Issuer common stock covered by the Tender Agreements. An aggregate of 142 shares of Issuer common stock are beneficially owned by an independent director of Oracle through family trusts. OC expressly disclaims beneficial ownership of any shares of Issuer common stock held by such independent director through family trusts. Based on the number of shares of Issuer common stock outstanding as of July 28, 2016 (as represented by the Issuer in the Merger Agreement discussed in Items 3 and 4), the aggregate number of shares of Issuer common stock covered by the Tender Agreements and held by the independent director through family trusts represents approximately 43.4% of the outstanding Issuer common stock.

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CUSIP No. 64118Q107

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1 NAMES OF REPORTING PERSONS

2 NAPA ACQUISITION CORPORATION  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 N/A  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e): "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

35,291,459 3  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH:

0  
10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0.3

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

43.4% <sup>3</sup>

14 TYPE OF REPORTING PERSON

CO

3 An aggregate of 35,291,317 shares of NetSuite Inc. (the "Issuer") common stock (as represented to Oracle by the Issuer and the Stockholders) are subject to Tender and Support Agreements dated July 28, 2016 (the "Tender Agreements") entered into by OC Acquisition LLC ("OC"), a subsidiary of Oracle Corporation ("Oracle"), Napa Acquisition Corporation, a subsidiary of OC ("Merger Subsidiary"), and each of Zachary Nelson, Evan Goldberg, James McGeever, Ronald Gill and NetSuite Restricted Holdings LLC, an entity controlled by Lawrence J. Ellison (each a "Stockholder", discussed in Items 3 and 4 below) representing shares beneficially owned by the Stockholders. Merger Subsidiary expressly disclaims beneficial ownership of any shares of Issuer common stock covered by the Tender Agreements. An aggregate of 142 shares of Issuer common stock are beneficially owned by an independent director of Oracle through family trusts. Merger Subsidiary expressly disclaims beneficial ownership of any shares of Issuer common stock held by such independent director through family trusts. Based on the number of shares of Issuer common stock outstanding as of July 28, 2016 (as represented by the Issuer in the Merger Agreement discussed in Items 3 and 4), the aggregate number of shares of Issuer common stock covered by the Tender Agreements and held by the independent director through family trusts represents approximately 43.4% of the outstanding Issuer common stock.

### **Item 1. Security and Issuer**

This statement relates to the Common Stock, par value \$0.01 (the **Shares** ), issued by NetSuite Inc. (the **Issuer** ). The address of the principal executive offices of the Issuer is 2955 Campus Drive, Suite 100, San Mateo, California 94403.

### **Item 2. Identity and Background**

This statement is being filed pursuant to Rule 13d-1 under the Securities Exchange Act of 1934, as amended (the **Exchange Act** ), by Oracle Corporation, a Delaware corporation ( **Oracle** ), OC Acquisition LLC, a Delaware limited liability company and a subsidiary of Oracle ( **OC** ) and Napa Acquisition Corporation ( **Merger Subsidiary** and, together with Oracle and OC, the **Reporting Persons** ). The address of the principal business and the principal office of each of the Reporting Persons is 500 Oracle Parkway, Redwood City, California 94065. Oracle provides products and services that address all aspects of corporate information technology ( **IT** ) environments application, platform and infrastructure. The Oracle Cloud offerings provide a comprehensive and fully integrated stack of application, platform, compute and storage services in all three primary layers of the cloud: Software as a Service, Platform as a Service and Infrastructure as a Service. Oracle's on-premise offerings include Oracle database and middleware software, application software, hardware (Oracle Engineered Systems, servers, storage, networking and industry-specific products), and related support and services. Oracle provides cloud and on-premise offerings to over 400,000 worldwide customers via deployment models that best suit their needs.

The name, business address, present principal occupation or employment and citizenship of each director and executive officer (including a director and officer who may be a controlling person) of the Reporting Persons is set forth on Schedule A.

During the last five years, none of the Reporting Persons or, to the knowledge of the Reporting Persons, any of the persons listed on Schedule A attached hereto have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### **Item 3. Source and Amount of Funds or Other Consideration**

The total amount of funds required by the Reporting Persons to consummate the Offer (as defined below) and purchase all of the outstanding shares of Common Stock in the Offer and provide funding in connection with the Merger (as defined below) is approximately \$9.475 billion, plus related fees and expenses. The Reporting Persons expect to fund these payments using cash on hand.

The information set forth or incorporated by reference in Item 4 is incorporated by reference in this Item 3.

### **Item 4. Purpose of Transaction**

As described in Item 3 above, this statement is being filed in connection with the Merger Agreement and the Tender Agreements.

On July 28, 2016, Oracle, the Issuer, OC and Merger Subsidiary entered into an Agreement and Plan of Merger (the **Merger Agreement** ) pursuant to which OC has agreed to cause Merger Subsidiary to commence a cash tender offer (the **Offer** ) to purchase all of the issued and outstanding Shares at a price per share equal to \$109.00 (the **Offer Price** ),

net to the seller in cash, without interest, less any applicable withholding taxes. The obligation of OC and Merger Subsidiary to consummate the Offer is subject to the condition that, immediately prior to the expiration of the Offer, (i) there be validly tendered and not withdrawn the number of Shares that, when added to the Shares then owned by Oracle, OC and Merger Subsidiary, would represent no less than a majority of (A) all Shares then issued and outstanding and (B) all Shares

that the Issuer may be required to issue upon the conversion, exercise or exchange, as applicable, of any then outstanding stock options, restricted stock, restricted stock units, performance shares or performance share units (collectively, Company Compensatory Awards ) and any other options, warrants or other rights to acquire, or securities convertible into, or exchangeable for, Shares that, in each case, are outstanding immediately prior to the expiration of the Offer, and are vested or otherwise exercisable, convertible or exchangeable at or immediately prior to the expiration of the Offer, and (ii) there be validly tendered and not withdrawn the number of Shares (excluding, in such number, Shares beneficially owned by (1) NetSuite Restricted Holdings LLC, Lawrence J. Ellison, David Ellison and Margaret Ellison and their respective affiliates who beneficially own Shares (the LJE Parties ), (2) Oracle or its affiliates or (3) any executive officer or directors of the Issuer or their affiliates) that represents a majority of the Shares issued and outstanding immediately prior to the expiration of the Offer (excluding, from such issued and outstanding Shares, Shares beneficially owned by (x) the LJE Parties, (y) Oracle or its affiliates or (z) any executive officers or directors of the Issuer or their affiliates). The consummation of the Offer is also conditioned upon, among other things, the expiration or termination of the applicable premerger waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and other customary conditions.

As soon as practicable following the consummation of the Offer and subject to the satisfaction or waiver of the remaining conditions set forth in the Merger Agreement, Merger Subsidiary will merge with and into the Issuer, the separate corporate existence of Merger Subsidiary shall cease and the Issuer shall be the successor or surviving corporation of the merger (the Merger ), and a subsidiary of OC. The Merger will be governed by Section 251(h) of the General Corporation Law of the State of Delaware, with no stockholder vote required to consummate the Merger. Upon the consummation of the Merger (the Effective Time ), each Share will be converted into the right to receive the Offer Price, without interest. The unvested portion of each Company Compensatory Award that is unexpired, unexercised and outstanding at the Effective Time and held by an employee of the Issuer or any of its subsidiaries will be assumed by Oracle and converted automatically into a corresponding option, share of restricted stock, restricted stock unit, performance share or performance share unit as the case may be, denominated in shares of Oracle common stock, the number and terms of which will be determined pursuant to the terms of the Merger Agreement. The vested portion (including any portion that pursuant to its terms becomes vested solely as a result of the transactions contemplated by the Merger Agreement) of each Company Compensatory Award that is unexpired, unexercised and outstanding at the Effective Time will be cancelled and extinguished, and the former holder thereof will be entitled to receive an amount in cash as determined pursuant to the terms of the Merger Agreement. Any performance metrics relating to any performance shares or performance share units of the Issuer (each, a Company Performance Award ) that, immediately prior to the Effective Time, remain subject to the achievement of such performance metrics either shall be (i) deemed achieved at target levels as of immediately prior to the Effective Time or (ii) with respect to Company Performance Awards granted in April 2016, treated in accordance with the applicable award agreement. Notwithstanding the foregoing, the unvested portion of each Company Compensatory Award that is unexpired, unexercised and outstanding at the Effective Time and held by a person who is not an employee of the Issuer or any of its subsidiaries will not be assumed by Oracle and will be cancelled and extinguished for no consideration.

As an inducement to enter into the Merger Agreement, and in consideration thereof, OC and Merger Subsidiary entered into a Tender and Support Agreement with each of Zachary Nelson, Evan Goldberg, James McGeever, Ronald Gill and NetSuite Restricted Holdings LLC, an entity controlled by Lawrence J. Ellison (each a Stockholder ), each dated as of the date of the Merger Agreement (the Tender Agreements ). Pursuant to the Tender Agreements, each Stockholder has agreed to tender, and not withdraw, all Shares beneficially owned by them as of the date of the Tender Agreement or acquired by them after such date (collectively, the Subject Shares ) no later than three (3) business days after the commencement of the Offer. None of the Reporting Persons paid any consideration to the Stockholders in connection with the execution and delivery of the Tender Agreement.

The Stockholders have also agreed that they will vote their Subject Shares against certain alternative corporate transactions, each as more fully described in the Tender Agreements, until the earliest to occur of (i) the date the Merger Agreement is validly terminated, (ii) the effectiveness of the Merger, or (iii) except with respect to NetSuite

Restricted Holdings LLC, the date upon which any amendment of or modification to the Merger Agreement or the Offer is made that (a) changes the form of consideration to be delivered by Merger Subsidiary pursuant to the Offer or (b) decreases the Offer Price (the Support Period ). In addition, NetSuite Restricted Holdings LLC has agreed that, in the event that the Issuer's board of directors terminates the Merger Agreement to accept a superior proposal from a third party, it will support such superior proposal if the holders of a majority of the outstanding Shares not owned by the executive officers or directors of the Issuer or their affiliates, the ultimate parent entity of any purchaser party to any superior proposal or its affiliates, or the LJE Parties support such superior proposal. In furtherance of the Stockholders' covenants under the Tender Agreements, the Stockholders agreed to appoint OC as their attorney-in-fact and proxy vote the Stockholders' Subject Shares against the corporate transactions set forth in the immediately preceding sentence.

Shared voting power with respect to the Shares owned by the Stockholders may be deemed to have been acquired through execution of the Tender Agreements. The Reporting Persons have not expended any funds in connection with the execution of the Tender Agreements.

Schedule B attached hereto contains the names and number of Shares beneficially held by each Stockholder (as represented to Oracle by the Issuer and the Stockholders).

The purpose of the Offer is to acquire control of, and ultimately following the Merger, the entire equity interest in, the Issuer while allowing the Issuer's stockholders an opportunity to receive the Offer Price promptly by tendering

their shares of Common Stock into the Offer. After the consummation of the Offer, OC and Merger Subsidiary intend to consummate the Merger as promptly as practicable, subject to the satisfaction or waiver of certain conditions. At the effective time of the Merger, (i) the certificate of incorporation of the Issuer will be amended and restated in its entirety as set forth in an exhibit to the Merger Agreement, (ii) the bylaws of Merger Subsidiary, as in effect immediately prior to the effective time of the Merger, will be the bylaws of the Issuer and (iii) the directors and officers of Merger Subsidiary immediately prior to the effective time of the Merger will be the initial directors and officers of the Issuer.

Following the Merger, the Shares will no longer be traded on the New York Stock Exchange, there will be no public market for the Shares, and registration of the Shares under the Exchange Act will be terminated.

Except as set forth in this Statement and in connection with the Merger described above, the Reporting Persons do not have any plan or proposals that relate to or would result in any of the transactions described in Item 4 of this Schedule 13D.

The foregoing descriptions of the Merger Agreement and the Tender Agreements do not purport to be complete and are qualified in their entirety by reference to such agreements. A copy of the Merger Agreement, listed as Exhibit 2.1 hereto, is incorporated by reference to Exhibit 99.1 to Oracle's Current Report on Form 8-K filed with the Securities and Exchange Commission (SEC) on August 1, 2016. Copies of the forms of Tender Agreement are attached as Exhibit 2.2 to this Schedule 13D.

The Offer has not yet commenced. The foregoing is neither an offer to purchase nor a solicitation of an offer to sell Shares, nor is it a substitute for the tender offer materials that Oracle, OC and Merger Subsidiary will file with the SEC upon commencement of the Offer. At the time the Offer is commenced, Oracle, OC and Merger Subsidiary will file tender offer materials on Schedule TO, and the Issuer will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the Offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) and the Solicitation/Recommendation Statement will contain important information. Holders of Shares are urged to read these documents when they become available because they will contain important information that holders of Issuer securities should consider before making any decision regarding tendering their securities. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of Shares at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's web site at [www.sec.gov](http://www.sec.gov).

#### **Item 5. Interest in Securities of the Issuer**

(a) and (b) Other than (i) those Shares that may be deemed to be beneficially owned in connection with the Tender Agreements and (ii) an aggregate of 142 Shares beneficially owned by an independent director of Oracle through family trusts, the Reporting Persons have not acquired and, for the purposes of Rule 13d-4 promulgated under the Exchange Act, do not beneficially own any Shares.

As a result of the Tender Agreements and the shares held by an independent director of Oracle through family trusts, the Reporting Persons may be deemed to have the power to vote up to an aggregate of 35,291,459 Shares (of which 359,838 Shares underly Company Compensatory Awards to purchase Shares exercisable within 60 days of July 28, 2016) (as represented to Oracle by the Issuer and the Stockholders) against certain matters set forth in Item 4 above, and thus, for the purpose of Rule 13d-3 promulgated under the Exchange Act, the Reporting Persons may each be deemed to be the beneficial owner of an aggregate of 35,291,459 Shares. All Shares that may be deemed to be beneficially owned by the Reporting Persons constitute approximately 43.4% of the issued and outstanding Shares as of July 28, 2016 (as represented by the Issuer in the Merger Agreement).

The Reporting Persons are not entitled to any rights as stockholders of the Issuer as to the Shares covered by the Tender Agreements, except as otherwise expressly provided in the Tender Agreements. The Reporting Persons are not entitled to any rights as stockholders of the Issuer as to the Shares held by an independent director of Oracle through family trusts. This Schedule 13D shall not be construed as an admission by the Reporting Persons that the Reporting Persons are, for the purposes of Section 13(d) of the Securities Exchange Act of 1934, the beneficial owners of any shares of Issuer common stock covered by the Tender Agreements or held by the independent director of Oracle through family trusts.

Except as set forth in this Item 5(a), none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any of the persons named in Schedule A hereto beneficially own any Shares.

(c) Except for the Merger Agreement and the Tender Agreements described above, to the knowledge of the Reporting Persons, no transactions in the class of securities reported have been effected during the past 60 days by any person named in Schedule A or Item 5(a).

(d) To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities of the Issuer reported herein.

(e) Inapplicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Except for the Merger Agreement and the Tender Agreements described above, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise), including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, among the persons named in Item 2 or between such persons and any other person, with respect to any securities of Issuer, including any securities pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities.

**Item 7. Material to Be Filed as Exhibits**

- 2.1 Agreement and Plan of Merger, dated as of July 28, 2016, by and among Oracle Corporation, NetSuite Inc., OC Acquisition LLC and Napa Acquisition Corporation (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Oracle Corporation with the SEC on August 1, 2016).
- 2.2 Forms of Tender and Support Agreement.\*
- 99.1 Joint Filing Agreement, dated as of August 12, 2016, by and among Oracle Corporation, OC Acquisition LLC and Napa Acquisition Corporation.\*

\* Filed herewith.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 12, 2016

ORACLE CORPORATION

/s/ Brian S. Higgins  
Name: Brian S. Higgins  
Title: Vice President

Date: August 12, 2016

OC ACQUISITION LLC

/s/ Brian S. Higgins  
Name: Brian S. Higgins  
Title: Secretary

Date: August 12, 2016

NAPA ACQUISITION CORPORATION

/s/ Brian S. Higgins  
Name: Brian S. Higgins  
Title: Vice President

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**SCHEDULE A**
**1. Oracle Corporation**

The name, business address, title, present principal occupation or employment of each of the directors and executive officers of Oracle Corporation ( Oracle ), are set forth below. If no business address is given, the director's or executive officer's business address is 500 Oracle Parkway, Redwood City, California 94065. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Oracle. Unless otherwise indicated below, all of the persons listed below are citizens of the United States of America.

| <b>Name</b>           | <b>Present Principal Occupation Including Name and Address of Employer</b>                                                          |
|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| <i>Directors</i>      |                                                                                                                                     |
| Lawrence J. Ellison   | Chairman of the Board of Directors and Chief Technology Officer                                                                     |
| Jeffrey O. Henley     | Vice Chairman of the Board of Directors                                                                                             |
| Dr. Michael J. Boskin | Tully M. Friedman Professor of Economics and Hoover Institution Senior Fellow at Stanford University Hoover Institution             |
| Jeffrey S. Berg       | Chairman of Resolution                                                                                                              |
| Safra A. Catz         | Chief Executive Officer and Director                                                                                                |
| Hector Garcia-Molina  | Leonard Bosack and Sandra Lerner Professor in the Departments of Computer Science and Electrical Engineering at Stanford University |
| H. Raymond Bingham    | Advisory Director at Riverwood Capital Management                                                                                   |
| Naomi O. Seligman     | Senior Partner at Ostriker Von Simson                                                                                               |
| George H. Conrades    | Chairman of Akamai Technologies, Inc.                                                                                               |
| Bruce R. Chizen       | Independent Consultant and Senior Adviser to Permira Advisers LLP                                                                   |
| Mark V. Hurd          | Chief Executive Officer and Director                                                                                                |
| Leon E. Panetta       | Former U.S. Secretary of Defense and Director of the Central Intelligence Agency                                                    |
| Renée J. James        | Operating Executive at The Carlyle Group                                                                                            |

| <b>Name</b>                                       | <b>Present Principal Occupation Including Name and Address of Employer</b>  |
|---------------------------------------------------|-----------------------------------------------------------------------------|
| <i>Executive Officers (Who Are Not Directors)</i> |                                                                             |
| John F. Fowler                                    | Executive Vice President, Systems                                           |
| Thomas Kurian                                     | President, Product Development                                              |
| Dorian E. Daley                                   | Executive Vice President, General Counsel and Secretary                     |
| William Corey West                                | Executive Vice President, Corporate Controller and Chief Accounting Officer |

**2. OC Acquisition LLC**

The name, business address, title, present principal occupation or employment of each of the directors and executive officers of OC Acquisition LLC are set forth below. If no business address is given, the director's or executive officer's business address is 500 Oracle Parkway, Redwood City, California 94065. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Oracle. Unless otherwise indicated below, all of the persons listed below are citizens of the United States of America.

| <b>Name</b> | <b>Present Principal Occupation Including Name and Address of Employer</b> |
|-------------|----------------------------------------------------------------------------|
|-------------|----------------------------------------------------------------------------|

Directors

None managed by Oracle Corporation

| <b>Name</b> | <b>Present Principal Occupation Including Name and Address of Employer</b> |
|-------------|----------------------------------------------------------------------------|
|-------------|----------------------------------------------------------------------------|

*Executive Officers (Who Are Not Directors)*

|                 |           |
|-----------------|-----------|
| Dorian E. Daley | President |
|-----------------|-----------|

**3. Napa Acquisition Corporation**

The name, business address, title, present principal occupation or employment of each of the directors and executive officers of Napa Acquisition Corporation are set forth below. If no business address is given, the director's or executive officer's business address is 500 Oracle Parkway, Redwood City, California 94065. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Oracle. Unless otherwise indicated below, all of the persons listed below are citizens of the United States of America.

| <b>Name</b> | <b>Present Principal Occupation Including Name and Address of Employer</b> |
|-------------|----------------------------------------------------------------------------|
|-------------|----------------------------------------------------------------------------|

*Directors*

None managed by Oracle Corporation

| <b>Name</b> | <b>Present Principal Occupation Including Name and Address of Employer</b> |
|-------------|----------------------------------------------------------------------------|
|-------------|----------------------------------------------------------------------------|

*Executive Officers (Who Are Not Directors)*

|                 |           |
|-----------------|-----------|
| Dorian E. Daley | President |
|-----------------|-----------|

**SCHEDULE B**

| <b>Stockholder</b>               | <b>Shares Beneficially Owned (1)(2)</b> |
|----------------------------------|-----------------------------------------|
| NetSuite Restricted Holdings LLC | 31,964,891                              |
| Ronald Gill                      | 94,327                                  |
| Evan Goldberg                    | 2,131,939                               |
| James McGeever                   | 258,386                                 |
| Zachary Nelson                   | 841,774                                 |

(1) As of July 28, 2016, as provided by the Issuer.

(2) The calculation of beneficial ownership of each of the listed individuals includes the number of shares underlying Company Compensatory Awards exercisable by such person within 60 days of July 28, 2016:

| <b>Stockholder</b>               | <b>Number of Shares<br/>Underlying Company<br/>Compensatory Awards</b> |
|----------------------------------|------------------------------------------------------------------------|
| NetSuite Restricted Holdings LLC |                                                                        |
| Ronald Gill                      | 75,833                                                                 |
| Evan Goldberg                    | 148,209                                                                |
| James McGeever                   | 81,561                                                                 |
| Zachary Nelson                   | 54,235                                                                 |