

NETSUITE INC  
Form SC14D9C  
August 11, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

(Rule 14d-101)

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**Solicitation/Recommendation Statement  
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

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**NetSuite Inc.**

(Name of Subject Company)

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**NetSuite Inc.**

(Name of Person(s) Filing Statement)

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

(Title of Class of Securities)

**64118Q107**

(CUSIP Number of Class of Securities)

**Douglas P. Solomon**  
**Senior Vice President, General Counsel & Secretary**  
**Netsuite Inc.**  
**2955 Campus Drive, Suite 100**  
**San Mateo, CA 94403**  
**(650) 627-1000**

(Name, address and telephone number of person authorized  
to receive notice and communications on behalf of the persons filing statement)

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With copies to:  
**Larry W. Sonsini**  
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**Douglas K. Schnell**  
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x            Check the box below if the filing relates solely to preliminary communications made before the commencement of a tender offer.



### **Cautionary Statement Regarding Forward-Looking Statements**

Any statements made in this communication that are not statements of historical fact, including statements about the expected timetable for completing the transaction and the potential effects of the acquisition on both Oracle and NetSuite, are forward-looking statements that are based on management's beliefs, certain assumptions and current expectations and should be evaluated as such. These statements may be identified by their use of forward-looking terminology such as the words "expects," "projects," "anticipates," "intends" and other similar words. Forward-looking statements include statements that may relate to Oracle's or NetSuite's plans, objectives, strategies, goals, future events, future revenues or performance, and other information that is not historical information. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, general economic, business and market conditions and the satisfaction of the conditions to closing of the proposed transaction. For a more complete discussion of certain of the risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements with respect to NetSuite, see the discussion of risks and uncertainties in NetSuite's annual report on Form 10-K for the fiscal year ended December 31, 2015, other reports NetSuite files under the Securities and Exchange Commission (the "SEC"), as well as the tender offer documents to be filed by Oracle and its acquisition subsidiary and by NetSuite. The forward-looking statements contained in this press release are made as of the date that the press release is issued, and NetSuite undertakes no obligation to update any forward-looking statements, whether as a result of future events, new information or otherwise, except as required by law. All forward-looking statements in this communication are qualified in their entirety by this cautionary statement.

### **Additional Information and Where to Find It**

In connection with the proposed acquisition, Oracle will commence a tender offer for all of the outstanding shares of NetSuite. The tender offer has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of NetSuite, nor is it a substitute for the tender offer materials that Oracle and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time that the tender offer is commenced, Oracle and its acquisition subsidiary will file tender offer materials on Schedule TO with the SEC, and NetSuite 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 THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY NETSUITE'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER.** Both the tender offer statement and the solicitation/recommendation statement will be made available to NetSuite's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of NetSuite by contacting NetSuite at IR@netsuite.com or by phone at 650.627.1000, or by visiting NetSuite's website ([www.netsuite.com](http://www.netsuite.com)). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website ([www.sec.gov](http://www.sec.gov)) upon filing with the SEC. **NETSUITE'S STOCKHOLDERS ARE ADVISED TO READ THE TENDER OFFER STATEMENT AND THE SOLICITATION/RECOMMENDATION STATEMENT, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE TRANSACTION.**

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