

NETSUITE INC  
Form SC14D9C  
July 28, 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**  
**Martin W. Korman**  
**Bradley L. Finkelstein**  
**Douglas K. Schnell**  
**Wilson Sonsini Goodrich & Rosati**  
**Professional Corporation**  
**650 Page Mill Road**  
**Palo Alto, CA 94304**  
**(650) 493-9300**

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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.

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This Schedule 14D-9 filing contains the following documents relating to transactions contemplated by the Agreement and Plan of Merger, dated as of July 28, 2016, among NetSuite Inc., OC Acquisition LLC, Napa Acquisition Corporation and, for certain limited purposes, Oracle Corporation:

- Exhibit 99.1: Press Release, dated July 28, 2016, entitled Oracle Buys NetSuite.
  - Exhibit 99.2: Overview and Frequently Asked Questions for External Use.
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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release, dated July 28, 2016, entitled Oracle Buys NetSuite. |
| 99.2               | Overview and Frequently Asked Questions for External Use.          |

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