

NETGEAR, INC  
Form 3  
October 06, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â WERDANN MICHAEL A                       |         | (Month/Day/Year)                     | NETGEAR, INC [NTGR]  |  |
| (Last)                                    | (First) | (Middle)                             | 10/01/2015   |  |
| 350 E. PLUMERIA DR.                       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| SAN JOSE,Â CAÂ 95134                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | SVP of Worldwide Sales   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 30,590  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|   |                           |            |                 | Shares |          | (I)<br>(Instr. 5) |   |
|---|---------------------------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Option<br>(Right to Buy) | 02/03/2011 <sup>(1)</sup> | 02/03/2021 | Common<br>Stock | 9,376  | \$ 35.32 | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 04/26/2011 <sup>(2)</sup> | 04/26/2021 | Common<br>Stock | 300    | \$ 33.15 | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 05/24/2011 <sup>(3)</sup> | 05/24/2021 | Common<br>Stock | 10,000 | \$ 38.01 | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 06/06/2012 <sup>(4)</sup> | 06/06/2022 | Common<br>Stock | 5,938  | \$ 31.31 | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 05/06/2013 <sup>(5)</sup> | 05/06/2023 | Common<br>Stock | 11,250 | \$ 32.54 | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 06/03/2014 <sup>(6)</sup> | 06/03/2024 | Common<br>Stock | 18,000 | \$ 32.52 | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 06/02/2015 <sup>(7)</sup> | 06/02/2025 | Common<br>Stock | 18,000 | \$ 31.28 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| WERDANN MICHAEL A<br>350 E. PLUMERIA DR.<br>SAN JOSE, CA 95134 | Â             | Â         | Â SVP of Worldwide Sales | Â     |

## Signatures

/s/ Andrew W. Kim, Attorney  
in Fact

10/06/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (2) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (3) 25% of the option grant is exercisable on 5/24/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 25% of the option grant is exercisable on 5/6/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (6) 25% of the option grant is exercisable on 6/3/2015, and 1/48 of the option grant is exercisable each month thereafter.
- (7) 25% of the option grant is exercisable on 6/2/2016, and 1/48 of the option grant is exercisable each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.