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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 09, 2022

NetApp, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-27130
(Commission File Number)

77-0307520
(IRS Employer
Identification No.)

3060 Olsen Drive
San Jose, California
(Address of Principal Executive Offices)

95128
(Zip Code)

Registrant's Telephone Number, Including Area Code: (408) 822-6000

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------|----------------------|---|
| Common Stock, \$0.001 Par Value | NTAP | The NASDAQ Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the annual meeting of stockholders of NetApp, Inc. (the "**Company**") held on September 9, 2022 (the "**Annual Meeting**"), the stockholders of the Company elected the following individuals to serve as members of the board of directors of the Company (the "**Board**") for the ensuing year or until their respective successors are duly elected and qualified. No members of the Board had continuing terms without election. Abstentions do not impact the outcome of the vote for director elections.

| <u>Nominee</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Nonvotes*</u> |
|-------------------|------------------|----------------------|--------------------|-------------------------|
| T. Michael Nevens | 166,464,970 | 12,917,115 | 105,351 | 19,554,726 |
| Deepak Ahuja | 178,672,858 | 708,798 | 105,780 | 19,554,726 |
| Gerald Held | 175,058,504 | 4,321,606 | 107,326 | 19,554,726 |
| Kathryn M. Hill | 173,753,986 | 5,578,570 | 154,880 | 19,554,726 |
| Deborah L. Kerr | 178,642,371 | 739,554 | 105,511 | 19,554,726 |
| George Kurian | 178,065,873 | 1,326,303 | 95,260 | 19,554,726 |
| Carrie Palin | 179,058,117 | 325,618 | 103,701 | 19,554,726 |
| Scott F. Schenkel | 178,353,790 | 1,027,197 | 106,449 | 19,554,726 |
| George T. Shaheen | 165,219,808 | 14,155,604 | 112,024 | 19,554,726 |

In addition, the following proposals were voted on at the Annual Meeting:

1. Proposal to approve an advisory vote on Named Executive Officer compensation.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Nonvotes*</u> |
|------------------|----------------------|--------------------|-------------------------|
| 169,499,335 | 9,885,130 | 102,971 | 19,554,726 |

The proposal was approved.

2. Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending April 28, 2023.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Nonvotes*</u> |
|------------------|----------------------|--------------------|-------------------------|
| 186,052,296 | 12,935,839 | 54,027 | 0 |

The proposal was approved.

3. Stockholder proposal requesting the Board to consider a special shareholder meeting improvement.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Nonvotes*</u> |
|------------------|----------------------|--------------------|-------------------------|
| 79,585,070 | 99,587,676 | 314,690 | 19,554,726 |

The proposal was not approved.

* Broker nonvotes do not affect the outcome of the vote.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NETAPP, INC.
(Registrant)

Date: September 14, 2022

By: /s/ Elizabeth O'Callahan
Elizabeth O'Callahan
Executive Vice President, Chief Legal Officer and Secretary
