

NETSUITE INC  
Form 8-K  
February 19, 2010

**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):**

February 12, 2010

**NETSUITE INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33870**  
(Commission File Number)  
  
**2955 Campus Drive**

**94-3310471**  
(IRS Employer  
Identification No.)

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**Suite 100**

**San Mateo, CA 94403-2511**

**(Address of principal executive offices, including zip code)**

**(650) 627-1000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 12, 2010, the Compensation Committee of the Board of Directors (the Committee) approved the following salary and bonus compensation arrangements for the Company's named executive officers for calendar year 2010:

**Base Salary**

The Committee approved an increase in the base salary effective January 1, 2010 for James Ramsey as set forth below. All other executive officers' base salaries remained unchanged from 2009.

Executive Officer	Position	2009 Base Salary	2010 Base Salary
James Ramsey	Senior Vice President, Worldwide Sales and Distribution	\$ 200,000	\$ 250,000

**Executive Bonus Plan for 2010** The Committee also approved bonus targets for 2010 under the Company's Executive Bonus Plan (the Bonus Plan), which set forth different target bonus amounts and payout criteria for Mr. Ramsey than what was in place for him in 2009. Target bonus amounts remained the same as in effect for 2009 for all of our other executive officers. The revised Bonus Plan target bonus payout for Mr. Ramsey is as follows:

Executive Officer	Position	Target Bonus
James Ramsey	Senior Vice President, Worldwide Sales and Distribution	\$ 250,000

The payment of target bonuses for 2010 is tied to the achievement, on a quarterly basis, of a revenue target, a net income/(loss) target, a recurring revenue bookings target, an operating cash flow target, a customer retention target and quarterly and annual targets related to individual objectives for the named executive officers:

Executive Officer	Revenue	Net Income/ (Loss)	Recurring Revenue Bookings	Operating Cash Flow	Customer Retention	Individualized MBOs
Zachary Nelson	15.0%	15.0%	15.0%	15.0%	15.0%	25.0%
Evan M. Goldberg	10.0%	10.0%	10.0%	10.0%	10.0%	50.0%
James McGeever	15.0%	15.0%	15.0%	15.0%	15.0%	25.0%
James Ramsey	15.0%	15.0%	15.0%	15.0%	15.0%	25.0%
Timothy Dilley	15.0%	15.0%	15.0%	15.0%	15.0%	25.0%

Bonuses are capped at 175% of the applicable target bonus amount, with the actual bonus based on actual performance compared to the stated goals.

**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 hereunto duly authorized.

**NETSUITE INC.**

Date: February 19, 2010

By: /s/ Douglas P. Solomon  
Douglas P. Solomon  
Senior Vice President, General Counsel and Secretary

"> **0**

9. Sole Dispositive Power

**18,964,799 shares of Common Stock\***

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**18,964,799 shares of Common Stock\***

12. Check If the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**37.0% of Common Stock\***

14. Type of Reporting Person

**OO, HC**

\* The Reporting Person may be deemed to beneficially own 6,426,600 (100%) shares of the Issuer's type-A voting preferred stock (the Preferred Stock), which, together with the total number of shares of the Issuer's common stock that the reporting Person may be deemed to beneficially own, represents approximately 44.0001% of the Issuer's outstanding voting capital stock. See Item 5.

1. Name of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

**CTF Holdings Limited**

**000-00-0000**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**AF; OO**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**Gibraltar**

7. Sole Voting Power

Number of

Shares **18,964,799 shares of Common Stock\***

8. Shared Voting Power

Beneficially

Owned by

**0**

9. Sole Dispositive Power

Each

Reporting

Person **18,964,799 shares of Common Stock\***

10. Shared Dispositive Power

With

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**18,964,799 shares of Common Stock\***

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13. Percent of Class Represented by Amount in Row (11)

**37.0% of Common Stock\***

14. Type of Reporting Person

**OO, HC**

\* The Reporting Person may be deemed to beneficially own 6,426,600 (100%) shares of the Issuer's type-A voting preferred stock (the Preferred Stock), which, together with the total number of shares of the Issuer's common stock that the reporting Person may be deemed to beneficially own, represents approximately 44.0001% of the Issuer's outstanding voting capital stock. See Item 5.

1. Name of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

**Crown Finance Foundation**

**000-00-0000**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**AF; OO**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**Liechtenstein**

7. Sole Voting Power

Number of

Shares **18,964,799 shares of Common Stock\***

8. Shared Voting Power

Beneficially

Owned by

**0**

Each

9. Sole Dispositive Power

Reporting

Person

**18,964,799 shares of Common Stock\***

10. Shared Dispositive Power

With

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**18,964,799 shares of Common Stock\***

12. Check If the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**37.0% of Common Stock\***

14. Type of Reporting Person

**OO**

\* The Reporting Person may be deemed to beneficially own 6,426,600 (100%) shares of the Issuer's type-A voting preferred stock (the Preferred Stock), which, together with the total number of shares of the Issuer's common stock that the reporting Person may be deemed to beneficially own, represents approximately 44.0001% of the Issuer's outstanding voting capital stock. See Item 5.



**Item 1. Security and Issuer.**

This Amendment No. 37 (this Amendment) to the Statement on Schedule 13D relates to the common stock, nominal value 0.005 rubles per share (the Common Stock), of Open Joint Stock Company Vimpel-Communications (VimpelCom). The initial Statement on Schedule 13D, previously filed jointly by Eco Telecom Limited (Eco Telecom), Eco Holdings Limited, CTF Holdings Limited (CTF Holdings) and Crown Finance Foundation (Crown Finance) on June 11, 2001 (as amended and supplemented by Amendment Nos. 1 through 36, the Statement), is hereby amended and supplemented with respect to the items set forth in this Amendment. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Statement.

**Item 2. Identity and Background.**

This Amendment is being filed on behalf of each of the following persons (each, a Reporting Person and, collectively, the Reporting Persons):

- (i) Eco Telecom;
- (ii) Altimo Holdings & Investments Limited (formerly known as Alfa Telecom Limited) (Altimo);
- (iii) CTF Holdings; and
- (iv) Crown Finance.

The Statement, as amended hereby, relates to the shares of Common Stock held for the account of Eco Telecom.

The Reporting Persons

Eco Telecom is a Gibraltar company, with its principal business address at 10/8 International Commercial Centre, Casemates Square, Gibraltar. The principal business of Eco Telecom is to function as a holding company. Current information concerning the identity and background of the directors and officers of Eco Telecom is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

Altimo is a British Virgin Islands company, with its principal address at P.O. Box 3339, Geneva Place, Second Floor, 333 Waterfront Drive, Road Town, Tortola, British Virgin Islands. The principal business of Altimo is to function as a holding company. Altimo is the sole shareholder of Eco Telecom and, in such capacity, may be deemed to be the beneficial owner of the shares of Common Stock held for the account of Eco Telecom. Current information concerning the identity and background of the directors and officers of Altimo is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

CTF Holdings is a Gibraltar limited liability company, with its principal address at Suite 2, 4 Irish Place, Gibraltar. The principal business of CTF Holdings is to function as a holding company. CTF Holdings indirectly owns a majority of the shares of Altimo and, in such capacity, may be deemed to be the beneficial owner of the shares of Common Stock held for the account of Eco Telecom. Current information concerning the identity and background of the directors and officers of CTF Holdings is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

Crown Finance is a Liechtenstein foundation, with its principal address at Am Schragen Weg 14, P.O. Box 1618, FL-9490, Vaduz, Liechtenstein. The principal business of Crown Finance is investment and management of the assets and capital of the foundation. Crown Finance is the sole shareholder of CTF Holdings and, in such capacity, may be deemed to be the beneficial owner of the shares of Common Stock held for the account of Eco Telecom. Current information concerning the identity and background of the directors and officers of Crown Finance is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

The Supervisory Board coordinates the strategic development of a group of affiliated entities, often referred to as the Alfa Group Consortium, which group includes the Reporting Persons. In certain instances, the Supervisory Board issues recommendations regarding strategic business decisions to the entities that are members of the Alfa Group Consortium. Current information regarding the identity and background of the members of the Supervisory Board is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

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During the past five years, none of the Reporting Persons and, to the best of the Reporting Persons' knowledge, no other person identified in response to this Item 2, has been (a) convicted in a criminal proceeding or (b) a party to any civil proceeding or a judicial or administrative body of competent jurisdiction as a result of which such person 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.**

No material change.

**Item 4. Purpose of Transaction.**

No material change.

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

No material change.

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

Item 6 is hereby supplemented as follows:

English translations of the Loan Agreement, dated 29 October 2008 (the Loan Agreement ), between the state corporation Bank for Development and Foreign Economic Affairs (Vnesheconombank) ( VEB ) and Eco Telecom, the Share Pledge Agreement, dated 1 November 2008 (the Share Pledge Agreement ), between VEB and Eco Telecom, and The Suretyship Agreement, dated 29 October 2008 (the Suretyship Agreement and, together with the Loan Agreement and the Share Pledge Agreement, the Agreements ), between VEB and Altimo, each of which was described in the Reporting Persons Amendment 36 to Schedule 13D, the descriptions of which are incorporated herein by reference, are being submitted as exhibits hereto. Portions of each of the Agreements are subject to a request for confidential treatment that is being made by Eco Telecom and Altimo to the Securities and Exchange Commission at the time of this submission.

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

The Index of Exhibits is incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best of his or her knowledge and belief, each of the undersigned certifies that the information in this Amendment is true, complete and correct.

Date: November 13, 2008

ECO TELECOM LIMITED

By: /s/ Marina Kushnareva  
Name: Marina Kushnareva  
Title: Director

Date: November 13, 2008

ALTIMO HOLDINGS & INVESTMENTS LIMITED

By: /s/ Franz Wolf  
Name: Franz Wolf  
Title: Director

Date: November 13, 2008

CTF HOLDINGS LIMITED

By: /s/ Franz Wolf  
Name: Franz Wolf  
Title: Director

Date: November 13, 2008

CROWN FINANCE FOUNDATION

By: /s/ Franz Wolf  
Name: Franz Wolf  
Title: Attorney-in-Fact

## ANNEX A

**Directors and Officers of Eco Telecom Limited**

<b>Name/Citizenship</b>	<b>Principal Occupation</b>	<b>Business Address</b>
Marina Kushnareva, Director (Russia)	Manager, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar

**Directors and Officers of Altimo Holdings & Investments Limited**

<b>Name/Citizenship</b>	<b>Principal Occupation</b>	<b>Business Address</b>
Geoffrey Piers Hemy, Director (United Kingdom)	Director, Grand Financial Holding S.A.	11 Boulevard Royale L-2449 Luxembourg
Georgia Karydes, Director (Cyprus)	Director, Feldmans Management (Overseas) Ltd.	6 Nikou Georgiou Street Block C, Office 704 Nicosia 1098, Cyprus
Olga Kichatova, Director (Russia)	Senior Financial Advisor, CTF Holdings Limited	3rd Floor, building 3, 6 Sechenovskiy per. Moscow Russia 109 034
Alexey Reznikovich, Chief Executive Officer (Russia)	Chief Executive Officer, OOO ALTIMO Limited	Str. Novy Arbat, build. 21 GSP-2 119992 Moscow, Russia
Marina Kushnareva, Director (Russia)	Director, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar
Franz Wolf, Director (Germany)	Director, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar

**Directors and Officers of CTF Holdings Limited**

<b>Name/Citizenship</b>	<b>Principal Occupation</b>	<b>Business Address</b>
Marina Kushnareva, Director (Russia)	Director, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar

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Franz Wolf,	Director, CTF Holdings Limited	Suite 2
Director (Germany)		4 Irish Place, Gibraltar

### **Directors and Officers of Crown Finance Foundation**

<b>Name/Citizenship</b>	<b>Principal Occupation</b>	<b>Business Address</b>
Christian Rosenow,	Financial Adviser	Talacker 35, 8001
Director (Switzerland)		Zurich, Switzerland
Dr. Norbert Seeger,	Attorney,	Am Schragen Weg 14
Director (Liechtenstein)	Arcomm Trust Company	P.O. Box 1618 FL-9490
		Vaduz, Liechtenstein
Dr. Christian Zangerle,	Attorney,	Am Schragen Weg 14
Director (Austria)	Law Office of Dr. Norbert Seeger	P.O. Box 1618 FL-9490
		Vaduz, Liechtenstein

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**Members of the Supervisory Board of Alfa Group Consortium**

<b>Name/Citizenship</b>	<b>Principal Occupation</b>	<b>Business Address</b>
Peter Aven, Director (Russia)	President, OJSC Alfa Bank	11 Mashy Poryvayevoy Street 107078 Moscow, Russia
Vladimir Ashurkov Director (Russia)	Director of Group Portfolio Management and Control	Bolshoy Savinitsky per., d. 11, pod. 3, 5 <sup>th</sup> floor, office No. 351, 119435 Moscow, Russia
Alexandr Fain, Director (Russia)	Chief Executive Officer, Alfa Eco LLC	21 Novy Arbat Street 121019 Moscow, Russia
Mikhail Fridman, Director (Russia)	Chairman of the Board of Directors, OJSC Alfa Bank	9 Mashy Poryvayevoy Street 107078 Moscow, Russia
Michail Gamzin, Director (Russia)	Director General, OAO Russian Technologies	3 rd Golutvinsky Pereulok 10 Building 6 109180 Moscow, Russia
German Khan, Director (Russia)	Executive Director, TNK-BP Management	18/2, Schipok Street 115093 Moscow, Russia
Lev Khasis, Director (Russia)	Chief Executive Officer, X 5 Retail Group N.V.	Kapranova Pereulok 3 123242 Moscow, Russia
Andrei Kosogov Director (Russia)	Chairman of the Board of Directors of Alfa Asset Management	12 Prospect Academic Sakharov 107078 Moscow, Russia
Alexey Kuzmichev, Director (Russia)	Chairman of Board of Directors, Alfa Eco LLC	21 Novy Arbat Street 121019 Moscow, Russia
Nigel John Robinson, Director (United Kingdom)	Director of Corporate Development, Finance and Control, Alfa Group Consortium	Bolshoy Savinitsky per., d. 11, pod. 3, 5 <sup>th</sup> floor, office No. 351, 119435 Moscow, Russia
Alexey Reznikovich, Director (Russia)	Chief Executive Officer, OOO ALTIMO Limited	Str. Novy Arbat, build. 21 GSP-2 119992 Moscow, Russia
Alexander Savin, Director (Russia)	Managing Director,	12 Krasnopresenskaya Nab.

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Director (Russia)

A1 LLC

International Trade Center 2,

Entrance 7

123610 Moscow, Russia

To the best of the Reporting Persons' knowledge:

- (a) None of the above persons holds any shares of Common Stock.
  
- (b) None of the above persons has any contracts, arrangements, understandings or relationships with respect to any shares of Common Stock.



**Index of Exhibits**

- Exhibit 99.1\*\* Loan Agreement, dated 29 October 2008, between the state corporation Bank for Development and Foreign Economic Affairs (Vnesheconombank) and Eco Telecom Limited.
- Exhibit 99.2\*\* Share Pledge Agreement, dated 1 November 2008, between the state corporation Bank for Development and Foreign Economic Affairs (Vnesheconombank) and Eco Telecom Limited.
- Exhibit 99.3\*\* The Suretyship Agreement, dated 29 October 2008, between the state corporation Bank for Development and Foreign Economic Affairs (Vnesheconombank) and Altimo Holdings & Investments Limited.

\*\* Portions have been omitted pursuant to a request for confidential treatment.