NETSCOUT SYSTEMS INC

Form 4 July 13, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Number:

Expires:

OMB APPROVAL

Washington, D.C. 20549

3235-0287 January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *	
TA ASSOCIATES VIII LLC	

(First)

2. Issuer Name and Ticker or Trading

Symbol

NETSCOUT SYSTEMS INC

5. Relationship of Reporting Person(s) to

Issuer

below)

[NTCT]

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year) 07/11/2007

Director 10% Owner Officer (give title __X_ Other (specify

6. Individual or Joint/Group Filing(Check

(Check all applicable)

below)

JOHN HANCOCK TOWER, 200 CLARENDON ST, 56TH FLOOR

(Street)

(State)

4. If Amendment, Date Original

See General Remarks

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non Darivative Securities Acquired Disposed of ar Reposicially Ov

BOSTON, MA 02116

` •	, , , ,	Tab	ie i - Noii-i	Derivative S	secur	mes Acqui	rea, Disposea oi,	or benefician	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securition of Dispose		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	• •	any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common						\$			See
Stock	07/11/2007		S	71,281	D	8.6546	2,516,162	I	Footnote 1 <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TA ASSOCIATES VIII LLC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116

See General Remarks

Signatures

TA Associates VIII LLC	07/13/2007
**Signature of Reporting Person	Date
By: TA Associates, Inc., its Manager	07/13/2007
**Signature of Reporting Person	Date
By: Thomas P. Alber, Chief Financial Officer	07/13/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).

The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA/Advent VIII L.P. The reporting person disclaims benefical ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.

Remarks:

Member of a group which owns more than 10% in the aggregate.

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.

Reporting Owners 2