

NETSCOUT SYSTEMS INC
Form SC 13G/A
February 17, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

NetScout Systems, Inc.

(Name of Issuer)

Common Stock, \$.001 Par Value

(Title of Class of Securities)

64115 T 10 4

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON

Anil Singhal

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 2,172,782 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 797,233 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,172,782 shares

WITH 8 SHARED DISPOSITIVE POWER

797,233 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,970,015 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON

Abha Singhal

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 1,704,552 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 340,000 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,704,552 shares

WITH 8 SHARED DISPOSITIVE POWER

340,000 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,044,552 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13G

Item 1 (a). Name of Issuer:

NetScout Systems, Inc. (the Company)

Item 1 (b). Address of Issuer's Principal Executive Offices:

310 Littleton Road, Westford, MA 01886.

Item 2 (a). Names of Persons Filing:

Anil Singhal and Abha Singhal.

Item 2 (b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of Anil Singhal is 310 Littleton Road, Westford, MA 01886.
The residence of Abha Singhal is 265 Kimball Road, Carlisle, MA 01741.

Item 2 (c). Citizenship:

Anil Singhal and Abha Singhal are citizens of the United States.

Item 2 (d). Title of Class of Securities:

Common Stock, \$.001 Par Value.

Item 2 (e). CUSIP Number:

64115 T 10 4

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

Mr. Singhal beneficially owns 2,970,015 shares of Common Stock. Mr. Singhal directly owns 2,135,546 shares of Common Stock and has presently exercisable options to purchase 37,236 shares of Common Stock. In addition, 457,233 shares are held by two trusts for the benefit of Mr. Singhal's children; Mr. Singhal is one of two trustees of each such trust.

Mrs. Singhal beneficially owns 2,044,552 shares of Common Stock. Mrs. Singhal directly owns 1,704,552 shares of Common Stock.

340,000 shares of Common Stock are held by a family limited partnership of which Mr. and Mrs. Singhal are the general partners and trusts for the benefit of their children are the limited partners.

Mr. and Mrs. Singhal are spouses. Mr. Singhal may be deemed to beneficially own the 2,044,552 shares of Common Stock beneficially owned by Mrs. Singhal. Mr. Singhal disclaims beneficial ownership of 1,704,552 of such shares. Mrs. Singhal may be deemed to beneficially own the 2,970,015 shares of Common Stock beneficially owned by Mr. Singhal. Mrs. Singhal disclaims beneficial ownership of 2,630,015 of such shares.

The amounts beneficially owned by Mr. and Mrs. Singhal do not include 486,420 shares held by The 2003 Investment Trust of the Abha Singhal GRAT #3. Neither Mr. nor Mrs. Singhal have voting power or dispositive power over the shares held by such trust.

(b) Percent of Class:

Anil Singhal: 9.7%

Abha Singhal: 6.7%

The foregoing percentages are calculated based on the 30,684,862 shares of Common Stock reported to be outstanding on February 8, 2005 in the Company's Form 10-Q for the quarter ended December 31, 2004.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Anil Singhal: 2,172,782

Abha Singhal: 1,704,552

(ii) Shared power to vote or to direct the vote:

Anil Singhal: 797,233

Abha Singhal: 340,000

(iii) Sole power to dispose or to direct the disposition of:

Anil Singhal: 2,172,782

Abha Singhal: 1,704,552

(iv) Shared power to dispose or to direct the disposition of:

Anil Singhal: 797,233

Abha Singhal: 340,000

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

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Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable. This statement on Schedule 13G is not filed pursuant to §240.13d-1(b) or §240.13d-1(c).

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2005

/s/ Anil Singhal

Anil Singhal

/s/ Abha Singhal

Abha Singhal

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AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing information required by Schedule 13G needs be filed with respect to the ownership by each of the undersigned of shares of capital stock of NetScout Systems, Inc.

Dated: February 14, 2005

/s/ Anil Singhal

Anil Singhal

/s/ Abha Singhal

Abha Singhal