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TA ADVENT VIII PL
Form SC 13G
February 14, 2003

OMB APPROVAL

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. _____) *

NetScout Systems, Inc.

(Name of Issuer)

Common Stock Par Value \$.01

(Title of Class of Securities)

64115T 10 4

(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*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).

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SEC 1745 (10-88)

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1 NAME OF REPORTING PERSON S.S. OR I.R.S IDENTIFICATION NO. OF ABOVE PERSON

| | |
|------------------------------------|------------|
| TA/Advent VIII L.P. | 04-3334380 |
| Advent Atlantic & Pacific III L.P. | 04-3299318 |
| TA Executives Fund LLC | 04-3398534 |
| TA Investors LLC | 04-3395404 |
| TA Associates VIII LLC | 04 3334378 |
| High Street Partners L.P. | 04-3295365 |
| TA Associates, Inc. | 04-3205751 |

2 CHECK THE BOX IF A MEMBER OF A GROUP*

(a) /X/

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

| | |
|------------------------------------|---------------|
| TA/Advent VIII L.P. | Delaware |
| Advent Atlantic & Pacific III L.P. | Delaware |
| TA Executives Fund LLC | Delaware |
| TA Investors LLC | Delaware |
| TA Associates VIII | Delaware |
| High Street Partners L.P. | Massachusetts |
| TA Associates, Inc. | Delaware |

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| | | | |
|--------------|---|------------------------------------|-----------|
| | 5 | SOLE VOTING POWER | |
| NUMBER OF | | TA/Advent VIII L.P. | 3,798,950 |
| | | Advent Atlantic & Pacific III L.P. | 993,561 |
| | | TA Executives Fund LLC | 100,680 |
| SHARES | | TA Investors LLC | 105,979 |
| | | TA Associates VIII LLC | 0 |
| | | High Street Partners L.P. | 26,837 |
| | | TA Associates, Inc. | 1,008 |
| | 6 | SHARED VOTING POWER | |
| BENEFICIALLY | | | N/A |
| OWNED BY | | | |
| EACH | 7 | SOLE DISPOSITIVE POWER | |
| REPORTING | | TA/Advent VIII L.P. | 3,798,950 |
| | | Advent Atlantic & Pacific III L.P. | 993,561 |
| | | TA Executives Fund LLC | 100,680 |
| | | TA Investors LLC | 105,979 |
| | | TA Associates VIII LLC | 0 |
| | | High Street Partners L.P. | 26,837 |
| | | TA Associates, Inc. | 1,008 |
| | 8 | SHARED DISPOSITIVE POWER | |
| WITH | | | N/A |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | | TA/Advent VIII L.P. | 3,798,950 |
| | | Advent Atlantic & Pacific III L.P. | 993,561 |
| | | TA Executives Fund LLC | 100,680 |
| | | TA Investors LLC | 105,979 |
| | | TA Associates VIII LLC | 0 |
| | | High Street Partners L.P. | 26,837 |
| | | TA Associates, Inc. | 1,008 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | |
| | | TA/Advent VIII L.P. | 12.68% |
| | | Advent Atlantic & Pacific III L.P. | 3.32% |
| | | TA Executives Fund LLC | 0.34% |
| | | TA Investors LLC | 0.35% |
| | | TA Associates VIII LLC | 0.00% |
| | | High Street Partners L.P. | 0.09% |
| | | TA Associates, Inc. | 0.00% |
| 12 | TYPE OF REPORTING PERSON | | |
| | Three Limited Partnerships | | |
| | Three Limited Liability Companies | | |
| | One Corporation | | |

SEE INSTRUCTION BEFORE FILLING OUT!

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ATTACHMENT TO FORM 13G

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ITEM 1 (a) NAME OF ISSUER: NetScout Systems, Inc.

ITEM 1 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
4 Technology Park Drive
Westford, MA 01886

ITEM 2 (a) NAME OF PERSON FILING:
TA/Advent VIII L.P.
Advent Atlantic & Pacific III L.P.
TA Executives Fund LLC
TA Investors LLC.
TA Associates VIII LLC
High Street Partners L.P.
TA Associates, Inc.

ITEM 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:
c/o TA Associates
125 High Street, Suite 2500
Boston, MA 02110

ITEM 2 (c) CITIZENSHIP: Not Applicable

ITEM 2 (d) TITLE AND CLASS OF SECURITIES: Common

ITEM 2 (e) CUSIP NUMBER: 64115T 10 4

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1 (b) OR 13d-2 (b),
CHECK WHETHER THE PERSON FILING IS A: Not Applicable

ITEM 4 OWNERSHIP

| ITEM 4 (a) AMOUNT BENEFICIALLY OWNED: | COMMON STOCK |
|---------------------------------------|--------------|
| | ----- |
| TA/Advent VIII L.P. | 3,798,950 |
| Advent Atlantic & Pacific III L.P. | 993,561 |
| TA Executives Fund LLC | 100,680 |
| TA Investors LLC | 105,979 |
| TA Associates VIII LLC | 0 |
| High Street Partners L.P. | 26,837 |
| TA Associates, Inc. | 1,008 |

| ITEM 4 (b) PERCENT OF CLASS | PERCENTAGE |
|------------------------------------|------------|
| | ----- |
| TA/Advent VIII L.P. | 12.68% |
| Advent Atlantic & Pacific III L.P. | 3.32% |
| TA Executives Fund LLC | 0.34% |
| TA Investors LLC | 0.35% |
| TA Associates VIII LLC | 0.00% |
| High Street Partners L.P. | 0.09% |
| TA Associates, Inc. | 0.00% |

ITEM 4 (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

| (I) SOLE POWER TO VOTE OR DIRECT THE VOTE: | COMMON STOCK |
|--|--------------|
| TA/Advent VIII L.P. | 3,798,950 |
| Advent Atlantic & Pacific III L.P. | 993,561 |
| TA Executives Fund LLC | 100,680 |
| TA Investors LLC | 105,979 |

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| | |
|---------------------------|--------|
| TA Associates VIII LLC | 0 |
| High Street Partners L.P. | 26,837 |
| TA Associates, Inc. | 1,008 |

(II) SHARED POWER TO VOTE OR DIRECT THE VOTE: N/A

| | |
|---|-----------|
| (III) SOLE POWER TO DISPOSE OR DIRECT THE DISPOSITION: COMMON STOCK | |
| TA/Advent VIII L.P. | 3,798,950 |
| Advent Atlantic & Pacific III L.P | 993,561 |
| TA Executives Fund LLC | 100,680 |
| TA Investors LLC | 105,979 |
| TA Associates VIII LLC | 0 |
| High Street Partners L.P. | 26,837 |
| TA Associates, Inc. | 1,008 |

(IV) SHARED POWER TO DISPOSE OR DIRECT THE DISPOSITION N/A

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- 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 THAT ACQUIRED .
THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:
Not Applicable
- ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

This schedule 13G is filed pursuant to Rule 13d-1 (c). For the agreement of group members to a joint filing, see below.
- ITEM 9 NOTICE OF DISSOLUTION OF GROUP: Not Applicable
- ITEM 10 CERTIFICATION: Not Applicable

SIGNATURE

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.

Date

/s/ Thomas P. Alber

Signature

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Chief Financial Officer

Name/Title

AGREEMENT FOR JOINT FILING

TA/Advent VIII L.P., Advent Atlantic and Pacific III L.P., TA Associates VIII LLC, TA Executives Fund LLC, High Street Partners L.P., TA Associates, Inc. and TA Investors LLC, hereby agree that TA Associates shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of NetScout Systems, Inc.

Dated:

TA/ADVENT VIII L.P.

By: TA Associates VIII LLC, its General Partner

By: TA Associates, Inc. its Manager

By:

Thomas P. Alber, Chief Financial Officer

ADVENT ATLANTIC & PACIFIC III L.P.

By: TA Associates AAP III Partners L.P., its General Partner

By: TA Associates, Inc. its General Partner

By:

Thomas P. Alber, Chief Financial Officer

TA EXECUTIVES FUND LLC

By: TA Associates, Inc., its Manager

By:

Thomas P. Alber, Chief Financial Officer

TA INVESTORS LLC

By: TA Associates, Inc., its Manager

By:

Thomas P. Alber, Chief Financial Officer

TA Associates VIII LLC

By: TA Associates, Inc., its Manager

By:

Thomas P. Alber, Chief Financial Officer

TA Associates, Inc.

By:

Thomas P. Alber, Chief Financial Officer

High Street Partners L.P.

By:

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Thomas P. Alber, General Partner