#### **NETSCOUT SYSTEMS INC**

Form 4 July 10, 2007

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

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)

(Print or Type Responses)

1. Name and Address of Reporting Person \* TA ASSOCIATES INC

(First)

JOHN HANCOCK TOWER, 200

CLARENDON ST, 56TH FLOOR (Street)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

**NETSCOUT SYSTEMS INC** 

[NTCT]

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

07/06/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Officer (give title \_\_X\_\_ Other (specify below)

below) See General Remarks

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BOSTON, MA 021	16
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(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	ed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/06/2007		S	64,500	D	\$ 8.6583	3,571,930	I	See Footnotes 1&2 (1) (2)	
Common Stock							1,008	D		
Common Stock	07/09/2007		S	76,500	D	\$ 8.7037	3,495,430	I	See Footnotes 1&2 (1) (2)	
Common Stock	07/10/2007		S	90,525	D	\$ 8.6594	3,404,905	I	See Footnotes	

 $1&2 \frac{(1)}{2}$ 

(9-02)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				(Instr. 3, 4, and 5)				Amount	
					Date Exercisable	Expiration Date	Title	or Number of	
			Code V	(A) (D)				Shares	

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR **BOSTON, MA 02116** 

See General Remarks

#### **Signatures**

TA Associates, Inc. 07/10/2007

> \*\*Signature of Reporting Person Date

By: Thomas P. Alber, Chief Financial 07/10/2007

Officer

\*\*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 Associates AAP III Partners and (1) as the Manager of TA Associates VIII LLC, TA Executives Fund LLC and TA Investors LLC. The reporting person disclaims beneficial ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.

Reporting Owners 2

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The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 2,587,443 owned by TA/Advent VIII L.P.; (ii) 676,708 shares owned by Advent Atlantic and Pacific III L.P.; (iii) 68,573 shares owned by TA Executives Fund LLC.; and (iv) 72,181 shares owned by TA Investors LLC. TA Associates VIII LLC is the General Partner of TA/Advent VIII L.P. TA Associates AAP III Partners is the General Partner of Advent Atlantic and Pacific III L.P.

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.