

NETSCOUT SYSTEMS INC  
Form 8-K/A  
October 21, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K/A**

**(AMENDMENT NO. 1)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): September 7, 2011**

**NETSCOUT SYSTEMS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

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

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**0000-26251**  
(Commission

File Number)

**04-2837575**  
(IRS Employer

Identification No.)

**310 Littleton Road**

**Westford, Massachusetts**  
(Address of principal executive offices)

**(978) 614-4000**

**01886**  
(Zip Code)

(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))

**Explanatory Note.**

On September 13, 2011, NetScout Systems, Inc., or the Company, filed a Current Report on Form 8-K to report the voting results of its Annual Meeting of Stockholders held on September 7, 2011. This Current Report on Form 8-K/A is being filed solely to disclose the determination of the Board of Directors of the Company regarding how frequently the Company will include in its proxy materials an advisory vote on the compensation of its named executive officers. This Amendment does not otherwise revise the September 13, 2011 Current Report on Form 8-K in any way.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Company's Annual Meeting of Stockholders held on September 7, 2011, a majority of the votes cast by stockholders voted, on an advisory basis, to hold an advisory vote on the compensation of the Company's named executive officers every year. The Company's Board of Directors considered the views of its stockholders and determined that the Company will hold future non-binding advisory votes on executive compensation on an annual basis until the next vote on the frequency of such an advisory vote.

**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 thereunto duly authorized.

**NETSCOUT SYSTEMS, INC.**

By: /s/ David P. Sommers  
David P. Sommers  
Chief Financial Officer and Senior  
Vice President, General Operations

Date: October 21, 2011