NETSCOUT SYSTEMS INC

Form 4 July 02, 2007

FORM 4

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

OMB APPROVAL OMB 3235-0287

Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Section 16. Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

may continue. See Instruction

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).

(Print or Type Responses)

BOSTON, MA 02116

1. Name and Address of Reporting Person * TA ASSOCIATES INC	2. Issuer Name and Ticker or Trading Symbol NETSCOUT SYSTEMS INC [NTCT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) JOHN HANCOCK TOWER, 200 CLARENDON ST, 56TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 06/28/2007	Director 10% Owner Officer (give titleX Other (specify below) See General Remarks			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

(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. Transactic 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	06/28/2007		S	96,000	D	\$ 8.6581	3,763,170	I	See Footnotes 1&2 (1) (2)
Common Stock							1,008	D	
Common Stock	06/29/2007		S	87,340	D	\$ 8.6527	3,675,830	I	See Footnotes 1&2 (1) (2)
Common Stock	07/02/2007		S	8,200	D	\$ 8.6505	3,667,630	I	See Footnotes

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

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)

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)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	Expiration D (Month/Day/ e			le and ant of rlying ities . 3 and 4)	8. Price Derivati Security (Instr. 5)
				4, and 5)					
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			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

07/02/2007

**Signature of Reporting Person Date

By: Thomas P. Alber, Chief Financial 07/02/2007

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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TA Associates, Inc.

Officer

**Signature of Reporting Person

Date

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The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 2,787,093 owned by TA/Advent VIII L.P.; (ii) 728,923 shares owned by Advent Atlantic and Pacific III L.P.; (iii) 73,864 shares owned by TA Executives Fund LLC.; and (iv) 77,750 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.