

NETSCOUT SYSTEMS INC
 Form 4
 July 31, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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)
 07/27/2007

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See General Remarks

(Street)
 BOSTON, MA 02116

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D)			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)		
				Code	V	Amount or Price					
Common Stock	07/27/2007		S			50,000	D	\$ 9.45	3,261,105	I	See Footnotes 1&2 <u>(1)</u> <u>(2)</u>
Common Stock									1,008	D	
Common Stock	07/30/2007		S			50,000	D	\$ 9.6502	3,211,105	I	See Footnotes 1&2 <u>(1)</u> <u>(2)</u>

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

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. 07/31/2007
 __Signature of Reporting Person Date

By: Thomas P. Alber, Chief Financial Officer 07/31/2007
 __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.
 - (2) The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 2,440,170 owned by TA/Advent VIII L.P.; (ii) 638,192 shares owned by Advent Atlantic and Pacific III L.P.; (iii) 64,670 shares owned by TA Executives Fund LLC.; and (iv) 68,073 shares owned by TA Investors LLC. TA Associates VIII LLC is the General Partner of TA/Advent VIII L.P. TA Associates AAP

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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.

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