#### **NETSCOUT SYSTEMS INC**

Form 4 July 31, 2007

# FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TA ASSOCIATES INC	2. Issuer Name <b>and</b> 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 titleX Other (specify below) See General Remarks			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ROSTON MA 02116		Form filed by More than One Reporting			

#### **BOSTON, MA 02116**

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acqui	ired, Disposed of	, or Beneficia	lly 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 or Dispos (Instr. 3, 4	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	07/27/2007		S	50,000	D	\$ 9.45	3,261,105	I	See Footnotes 1&2 (1) (2)
Common Stock							1,008	D	
Common Stock	07/30/2007		S	50,000	D	\$ 9.6502	3,211,105	I	See Footnotes 1&2 (1) (2)

Person

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

Persons who respond to the collection of information contained in this form are not 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Δm	nount	
								or	lount	
						Date	Expiration		mber	
					Exercisable	Date	of	illoci		
				Code V	(A) (D)			Sha	ares	

# **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 07/31/2007 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.
- (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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SEC 1474

(9-02)

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. align="top" style="font-size: 10pt; color: #000000; background: transparent"> (b)o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c)o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d)o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e)b An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E). (f)o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F). (g)o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G). (h)o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i)o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3). (j)o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4 Ownership

(a) Amount beneficially owned: 1,290,650

(b) Percent of class: 6.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 1,290,650

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 1,290,650

(iv) Shared power to dispose or to direct the disposition of: 0

### Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7 <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the</u> Parent Holding Company

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities are were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### **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.

**Luther King Capital Management Corporation** 

By: /s/ J. Luther King, Jr. J. Luther King, Jr. President

Dated: January 17, 2008