

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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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)p 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).

CUSIP No. 465754208

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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 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the 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