

NETSCOUT SYSTEMS INC
 Form 4
 July 02, 2007

FORM 4

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

OMB APPROVAL

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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)
 06/28/2007

____ 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) (Instr. 3, 4 and 5)			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				(A) or (D)	Price
Common Stock	06/28/2007		S			96,000	D	\$ 8.6581	3,763,170	I	See Footnotes 1&2 <u>(1)</u> <u>(2)</u>
Common Stock									1,008	D	
Common Stock	06/29/2007		S			87,340	D	\$ 8.6527	3,675,830	I	See Footnotes 1&2 <u>(1)</u> <u>(2)</u>
Common Stock	07/02/2007		S			8,200	D	\$ 8.6505	3,667,630	I	See Footnotes

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(2) 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.

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