NETSCOUT SYSTEMS INC

Form 4 July 10, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

Person

January 31, Expires: 2005 Estimated average

OMB APPROVAL

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 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TA ASSOCIATES VIII LLC	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	NETSCOUT SYSTEMS INC [NTCT]	(Check all applicable)			
(Last) (First) (Middle) JOHN HANCOCK TOWER, 200	3. Date of Earliest Transaction (Month/Day/Year) 07/06/2007	Director 10% Owner Officer (give titleX Other (specify below)			
CLARENDON ST, 56TH FLOOR	07/00/2007	See General Remarks			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
ROSTON MA 02116		_X_ Form filed by One Reporting Person Form filed by More than One Reporting			

BOSTON, MA 02116

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acqui	red, Disposed of	, or Beneficial	ly 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)	omr Dispos (Instr. 3,	(A)	` ′	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	07/06/2007		S	49,015	` ´	\$ 8.6583	2,714,368	I	See Footnote 1 (1)
Common Stock	07/09/2007		S	58,133	D	\$ 8.7037	2,656,235	I	See Footnote 1 (1)
Common Stock	07/10/2007		S	68,792	D	\$ 8.6594	2,587,443	I	See Footnote 1 (1)

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

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SEC 1474 (9-02)

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. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	e Date		Number		
				Code V	(A) (D)				of Sharas		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

TA ASSOCIATES VIII LLC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR **BOSTON, MA 02116**

See General Remarks

Signatures

TA Associates VIII LLC	07/10/2007
**Signature of Reporting Person	Date
By: TA Associates, Inc., its Manager	07/10/2007
**Signature of Reporting Person	Date
By: Thomas P. Alber, Chief Financial Officer	07/10/2007
**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/Advent VIII L.P. The reporting (1) person disclaims benefical 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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Remarks:

Member of a group which owns more than 10% in the aggregate.

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.