## Edgar Filing: NETSCOUT SYSTEMS INC - Form 4

| NETSCOUT S<br>Form 4<br>December 10,   |   |   |   |   |                          |   |  |  |  |
|--|---|---|---|---|--------------------------|---|--|--|--|
| FORM   | Л   |   |   |   |                          |   |  |  | PPROVAL  |
| Check this   | UNITED  | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES |   |   |                          |   |  |  | 3235-0287  |
| if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5   | <b>STATEN</b><br>Filed pur  |   |   |   |                          |   |  |  | Expires: January 31<br>2009<br>Estimated average<br>burden hours per<br>response 0.9 |
| obligations<br>may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940<br>1(b).                                       |   |   |   |   |                          |   |  |  |  |
| (Print or Type Res   | sponses)  |   |   |   |                          |   |  |  |  |
| 1. Name and Add<br>DEMARINES   | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>NETSCOUT SYSTEMS INC<br>[NTCT] |   |   | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable) |                          |   |  |  |  |
| (Last) (First) (Middle)<br>C/O NETSCOUT SYSTEMS,<br>INC., 310 LITTLETON ROAD   |   |   | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>12/09/2015 |   |                          | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below)                            |  |  |  |
| (Street)   |   |   | 4. If Amendment, Date Original Filed(Month/Day/Year)              |   |                          | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |  |  |  |
| WESTFORD,  | , MA 01886  |   |   |   |                          |   | Person   | More than One R  | eporting   |
| (City)   | (State)   | (Zip)   | Tab   | ole I - Non-l   | Derivative               | Securities A  | cquired, Disposed  | of, or Beneficia   | lly Owned  |
|  | Transaction Date<br>Aonth/Day/Year)   |   | Date, if  | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V                              | Disposed<br>(Instr. 3, 4 | (A) or<br>of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                    |
| Reminder: Repor  | t on a separate line  | e for each cla  | ass of sec  | urities bene  | ficially ow              | ned directly o  | or indirectly.   |  |  |
| Persons who respond to the collection of<br>information contained in this form are not<br>required to respond unless the form<br>displays a currently valid OMB control<br>number.SEC 1474<br>(9-02) |   |   |   |   |                          |   |  |  |  |
|  | Tab   |   |   |   |                          | posed of, or<br>convertible s   | Beneficially Owner<br>securities)  | d  |  |

1. Title of<br/>Derivative2.3. Transaction Date3A. Deemed4.5. Number6. Date Exercisable and<br/>Expiration Date7. Title and Amount of<br/>Number8. Pr<br/>Derivative1. Title of<br/>Derivative(Month/Day/Year)Execution Date, if<br/>Execution Date, if5. Number6. Date Exercisable and<br/>Expiration Date7. Title and Amount of<br/>Derivative8. Pr<br/>Derivative

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| Security<br>(Instr. 3)   | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code Securities<br>(Instr. 8) Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        | (Month/Day/Year)      |                    | (Instr. 3 and 4) |  | Secu<br>(Inst |
|--------------------------|---|------------|-------------------------|---|--------|-----------------------|--------------------|------------------|--|---------------|
|                          |   |            |                         | Code V  | (A) (D | ) Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |               |
| Restricted<br>Stock Unit | (1)   | 12/09/2015 |                         | А   | 3,113  | (3)                   | (2)                | Common<br>Stock  | 3,113                                  | 0             |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |
| DEMARINES VICTOR<br>C/O NETSCOUT SYSTEMS, INC.<br>310 LITTLETON ROAD<br>WESTFORD, MA 01886 | Х             |           |         |       |  |  |
| Signatures   |               |           |         |       |  |  |
| /s/ Greg Sloan, by Power of<br>Attorney  | 12/           | 10/2015   |         |       |  |  |

<u>\*\*</u>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).
- (1) Price is N/A.
- (2) Date is N/A.

All of the Restricted Stock Units vest on the date of the Company's Annual Meeting to occur in 2016, provided that during the period from the date of grant through the date of such Annual Meeting, the reporting person attends at least 75% of the meetings, collectively, of

(3) If on the date of grant through the date of such rimidal freeding, the reporting person atends at reast 75% of the meetings, concertory, of the Board and any committee of the Board of which the reporting person is a member. In the event that the attendance requirements are not met, the Restricted Stock Units will not become vested until 12/9/2018.

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.