## Edgar Filing: NETSCOUT SYSTEMS INC - Form 4

NETSCOUT Form 4			ЧС								
December 09	, 201	5									
FORM	4			C CECUE						OMB AF	PROVAL
		UNITE	DSTATE			ND EXCI D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287
Check this box if no longer		~								Expires:	January 31, 2005
subject to Section 10 Form 4 or	6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated a burden hou response	iverage
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue.	-	7(a) of the	Public U	tility Hold		any 4	Act of	e Act of 1934, 1935 or Section 0	1	
(Print or Type R	lespon	ses)									
			Symbol		Ticker or Ti STEMS IN	c	5. Relationship of Reporting Person(s) to Issuer				
				[NTCT]		51121015 11	IC .		(Chec)	k all applicable	)
			f Earliest Transaction Day/Year)				X Director X Officer (give		Owner er (specify		
C/O NETSC INC., 310 LI				12/07/2	-				below) Chief E	below) Executive Offic	er
	(S	treet)			endment, Da	-			6. Individual or Jo	int/Group Filin	g(Check
				Theu(Moi	nth/Day/Year)	)			Applicable Line) _X_Form filed by C Form filed by M		
WESTFORI	), MA	A 01886							Person		F8
(City)	(S	state)	(Zip)	Tabl	e I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			of (D)	Owned Indirect (I) O				
Common	10/0	7/0015				Amount	(D)		0 410 700	т	See
Stock	12/0	7/2015			J <u>(1)</u>	301,935	А	<u>(1)</u>	2,412,732	Ι	Footnote $(2)$
Common Stock	12/0	7/2015			G <u>(3)</u>	30,000	D	\$ 0 (3)	2,382,732	I	See Footnote $(2)$
Common Stock									77,753	D	

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

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 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 Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				a					of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SINGHAL ANIL K C/O NETSCOUT SYSTEMS, INC. 310 LITTLETON ROAD WESTFORD, MA 01886	х		Chief Executive Officer				
Signatures							

/s/ Anil K. Singhal	12/08/2015			
<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).

A trust whose holdings are included in the reporting person's indirect holdings under Section 16 ("Trust A") transferred assets and cash held by Trust A in exchange for 301,935 shares of Common Stock of NetScout Systems, Inc. previously held in a trust for the benefit of certain of the reporting person's family members in which trust the reporting person has no pecuniary interest ("Trust B"). The exchange of NetScout Common Stock from Trust B to Trust A was calculated based on a mean per share price of \$32.90 on December 7, 2015.

(2) The shares of Common Stock are beneficially owned by various trusts for the benefit of the reporting person and his spouse.

(3) The transfer was made without receipt of consideration by the reporting person to a charitable foundation in which the reporting person is a trustee but has no pecuniary interest.

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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