

NETSCOUT SYSTEMS INC
Form 4
July 15, 2015

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 *
LICO JAMES A

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)

3. Date of Earliest Transaction (Month/Day/Year)
07/14/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O NETSCOUT SYSTEMS, INC., 310 LITTLETON ROAD

(Street)

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

WESTFORD, MA 01886

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/14/2015		A	4,994 (1)	4,994	D	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Derivative Security (Instr. 3)
Restricted Stock Unit	(3)	07/14/2015		A	413	(4) (5)	Common Stock	413 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LICO JAMES A C/O NETSCOUT SYSTEMS, INC. 310 LITTLETON ROAD WESTFORD, MA 01886		X		

Signatures

/s/ Greg Sloan, by Power of Attorney
Date: 07/15/2015

**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) The reporting person tendered 2,500 shares of common stock of Danaher Corporation ("Danaher") in the exchange offer commenced by Danaher on May 14, 2015 (the "Exchange Offer") in exchange for 2,400 common units of Potomac Holding LLC ("Newco") per share of Danaher common stock tendered, which is adjusted by a preliminary proration factor of 83.24%. In connection with the previously announced merger (the "Merger") of a wholly-owned subsidiary of NetScout Systems, Inc. ("NetScout") with Newco, each common unit of Newco received by the reporting person in the exchange offer converted automatically into one share of NetScout common stock. The number of shares of NetScout common stock set forth above to be acquired by the reporting person represents an estimate and is subject to change as a result of the final proration factor to be announced by Danaher. The reporting person undertakes to amend this report as necessary upon the determination of the final proration factor.

(2) Received in exchange for 4,994 common units of Newco, which Mr. Lico became entitled to following his tender of 2,500 shares of Danaher stock in the Exchange Offer. As described in the note above, in the Merger, each outstanding common unit of Newco was converted into the right to receive one share of NetScout common stock (with cash being paid in lieu of fractional shares). On July 13, 2015, the last trading day prior to the closing date of the Merger, the closing price of NetScout common stock was \$36.89 per share. The closing price of Danaher common stock on July 13, 2015 was \$88.00 per share.

(3) Price is N/A.

(4) All of the Restricted Stock Units vest on the date of the Company's Annual Meeting to occur in 2015, 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

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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 7/14/2018.

(5) Date is N/A.

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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