

NETSCOUT SYSTEMS INC
Form SC 13G
February 13, 2004

OMB APPROVAL

OMB Number: 3235-0145

Expires: 12-31-05

Estimated Average burden
hours per response

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. _____) *

NetScout Systems, Inc.

(Name of Issuer)

Common Stock Par Value \$.01

(Title of Class of Securities)

64115T 10 4

(CUSIP Number)

12-31-03

(Date of Event Which Requires Filing of this Statement)

THIS SCHEDULE IS BEING FILED PURSUANT TO RULE 13d-1

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 64115T 10 4

13G

1 NAME OF REPORTING PERSON S.S. OR I.R.S IDENTIFICATION NO. OF ABOVE PERSON

TA/Advent VIII L.P.	
Advent Atlantic and Pacific III L.P.	04-3334380
TA Executives Fund LLC	04-3299318
TA Investors LLC	04-3398534
High Street Partners L.P.	04-3395404
TA Associates, Inc.	04-3295365
	04-3205751

2 CHECK THE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

TA/Advent VIII L.P.	Delaware
Advent Atlantic and Pacific III L.P.	Delaware
TA Executives Fund LLC	Delaware
TA Investors LLC	Delaware
High Street Partners L.P.	Massachusetts
TA Associates, Inc.	Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES	3,494,985
	914,062

BENEFICIALLY

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OWNED BY	TA/Advent VIII L.P.	92,624
EACH	Advent Atlantic and Pacific III L.P.	97,499
REPORTING	TA Executives Fund LLC	26,837
WITH	TA Investors LLC	1,008
	High Street Partners L.P.	
	TA Associates, Inc.	

6 SHARED VOTING POWER

N/A

7 SOLE DISPOSITIVE POWER

TA/Advent VIII L.P.	
Advent Atlantic and Pacific III L.P.	
TA Executives Fund LLC	3,494,985
TA Investors LLC	914,062
High Street Partners L.P.	92,624
	97,499
	26,837
TA Associates, Inc.	1,008

8 SHARED DISPOSITIVE POWER

N/A

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	3,494,985
TA/Advent VIII L.P.	914,062
Advent Atlantic and Pacific III L.P.	92,624
TA Executives Fund LLC	97,499

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TA Investors LLC	26,837
High Street Partners L.P.	1,008
TA Associates, Inc.	

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

TA/Advent VIII L.P.	11.58%
Advent Atlantic and Pacific III L.P.	3.03%
TA Executives Fund LLC	0.32%
TA Investors LLC	0.31%
High Street Partners L.P.	0.09%
TA Associates, Inc.	0.00%

12 TYPE OF REPORTING PERSON

Five Partnerships

One Corporation

SEE INSTRUCTION BEFORE FILLING OUT!

ATTACHMENT TO FORM 13G

ITEM 1 (a) NAME OF ISSUER: NetScout Systems, Inc.

ITEM 1 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
 4 Technology Park Drive
 Westford, MA 01886

ITEM 2 (a) NAME OF PERSON FILING:

TA/Advent VIII L.P.
 Advent Atlantic and Pacific III L.P.
 TA Executives Fund LLC
 TA Investors LLC.
 High Street Partners L.P.
 TA Associates, Inc.

ITEM 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

c/o TA Associates
 125 High Street, Suite 2500
 Boston, MA 02110

ITEM 2 (c) CITIZENSHIP: Not Applicable

ITEM 2 (d) TITLE AND CLASS OF SECURITIES: Common

ITEM 2 (e) CUSIP NUMBER: 64115T 10 4

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1 (b) OR 13d-2 (b),
 CHECK WHETHER THE PERSON FILING IS A: Not Applicable

ITEM 4 OWNERSHIP

ITEM 4 (a)	AMOUNT BENEFICIALLY OWNED:	<u>COMMON STOCK</u>
	TA/Advent VIII L.P.	
	Advent Atlantic and Pacific III L.P.	
	TA Executives Fund LLC	3,484,885
	TA Investors LLC	914,062
	High Street Partners L.P.	92,824
		97,499
	TA Associates, Inc.	26,837
		1,008

ITEM 4 (b)	PERCENT OF CLASS	<u>PERCENTAGE</u>
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TA/Advent VIII L.P.

Advent Atlantic and Pacific III L.P

TA Executives Fund LLC

11.58%

TA Investors LLC

3.03%

0.32%

High Street Partners L.P.

0.31%

TA Associates, Inc.

0.08%

0.00%

ITEM 4 (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

COMMON STOCK

(I) SOLE POWER TO VOTE OR DIRECT THE VOTE:

TA/Advent VIII L.P.

Advent Atlantic and Pacific III L.P

TA Executives Fund LLC

3,494,985

TA Investors LLC

914,062

92,624

High Street Partners L.P.

97,499

TA Associates, Inc.

26,837

1,008

(II) SHARED POWER TO VOTE OR DIRECT THE VOTE:

N/A

COMMON STOCK

(III) SOLE POWER TO DISPOSE OR DIRECT THE DISPOSITION:

TA/Advent VIII L.P.

Advent Atlantic and Pacific III L.P

TA Executives Fund LLC

3,494,985

TA Investors LLC

914,062

92,624

High Street Partners L.P.

97,499

TA Associates, Inc.

26,837

1,008

(IV) SHARED POWER TO DISPOSE OR DIRECT THE DISPOSITION

N/A

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS: Not Applicable

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY THAT ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

This schedule 13G is filed pursuant to Rule 13d-1 (d). For the agreement of group members to a joint filing, see below.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP: Not Applicable

ITEM 10 CERTIFICATION: Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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AGREEMENT FOR JOINT FILING

TA/Advent VIII L.P., Advent Atlantic and Pacific III L.P., TA Executives Fund LLC, High Street Partners L.P., TA Associates, Inc. and TA Investors LLC, hereby agree that TA Associates shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of NetScout Systems, Inc.

Dated: February 13, 2004

TA/ADVENT VIII L.P.

By: TA Associates VIII LLC, its General Partner

By: TA Associates, Inc. its Manager

By: /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

ADVENT ATLANTIC AND PACIFIC III L.P.

By: TA Associates AAP III Partners L.P., its General Partner

By: TA Associates, Inc. its General Partner

By: /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

TA EXECUTIVES FUND LLC

By: TA Associates, Inc., its Manager

By: /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

TA INVESTORS LLC

By: TA Associates, Inc., its Manager

By: /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

TA Associates, Inc.

By: /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

