

NETSCOUT SYSTEMS INC
Form SC 13D/A
September 11, 2008

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D/A

(Rule 13d-101)

(Amendment No. 3)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

NetScout Systems, Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

64115 T 10 4

(CUSIP Number)

Narendra Popat

355 Pope Road

Concord, Massachusetts 01742-5205

Copy to:

Cooley Godward Kronish, LLP

800 Boylston St.

46th Floor

Boston, Massachusetts 02199

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 31, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

¹ 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 disclosures
provided in a
prior cover
page.

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The information required on 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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NAMES OF REPORTING PERSONS

1

Narendra Popat

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

Not Applicable

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 1,110,556

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

1,033,779

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 1,110,536

WITH SHARED DISPOSITIVE POWER

10

1,033,779

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,144,335

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.47%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 64115 T 10 4

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NAMES OF REPORTING PERSONS

1

Jyoti Popat

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

Not Applicable

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 1,131,405

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

1,236,323

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 1,131,405

WITH SHARED DISPOSITIVE POWER

10

1,236,323

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,367,728

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.04%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

This Amendment No. 2 to original Schedule 13D filed July 30, 2003 by Narendra Popat is being filed to reflect the transactions referenced in Item 3 below and to update certain other information.

Item 1. Security and Issuer.

The title of the class of equity securities of NetScout Systems, Inc., a Delaware corporation (the Company), to which this statement relates is the Company's common stock, par value \$0.001 per share (the Common Stock). The address of the principal executive offices of the Company is 310 Littleton Road, Westford, MA 01886.

Item 2. Identity and Background.

(a) This statement is being filed by Narendra Popat and Joyti Popat.

(b) The residential address of Mr. & Mrs. Popat is 355 Pope Road, Concord, MA 01742.

(d), (e) Mr. Popat and Ms. Popat have not, during the last five years, been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) Mr. Popat and Ms. Popat are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

On January 31, 2006, The Jyoti N. Popat GRAT III 2003, distributed 916,171 shares of Common Stock of the Company to the Revocable Trust of Jyoti Popat (the Revocable Trust), a trust of which Ms. Popat is the sole trustee and has sole voting and dispositive control over the shares held by the Revocable Trust. The shares were transferred to the Revocable Trust without consideration. Immediately, after such transfer, the Revocable Trust transferred such 916,171 shares and an additional 83,829 shares of Common Stock of the Company to The Jyoti N. Popat GRAT IV 2005 (the GRAT IV), a trust of which neither Mr. Popat nor Ms. Popat has voting or dispositive control over the shares held by such trust. The shares were transferred to the GRAT IV without consideration.

Item 4. Purpose of Transaction.

Mr. Popat and Ms. Popat have no plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) Aggregate Beneficial Ownership: Mr. Popat beneficially owns an aggregate of 2,144,335 shares of Common Stock, which constitute approximately 5.47% of the 39,188,000 shares of Common Stock outstanding on September 10, 2008 (as provided by the Company). Ms. Popat beneficially

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owns an aggregate of 2,367,728 shares of Common Stock, which constitute approximately 6.04% of the 39,188,000 shares of Common Stock outstanding on September 10, 2008 (as provided by the Company).

Sole Voting or Dispositive Power: Mr. Popat has sole voting or dispositive power over 1,110,556 shares of Common Stock. Ms. Popat has sole voting or dispositive power over 1,131,405 shares of Common Stock.

Shared Voting or Dispositive Power: An aggregate of 586,299 shares of Common Stock are held by two trusts for the benefit of Mr. Popat's children, of which Mr. Popat is one of two trustees of each such trust; 340,000 shares of Common Stock are held by a family limited partnership, of which Mr. Popat and Ms. Popat are the general partners and trusts for the benefit of their children are limited partners; 107,480 shares of Common Stock are held by The HOPE Foundation USA 1999, a charitable trust, of which Mr. Popat and Ms. Popat are co-trustees; and 136,056 shares of Common Stock are held by two trusts for the benefit of Ms. Popat's children, of which Ms. Popat is one of two trustees of each such trust.

Disclaimed Beneficial Ownership: Mr. Popat may be deemed to beneficially own the 2,367,728 shares of Common Stock beneficially owned by his spouse, Ms. Popat. Mr. Popat disclaims beneficial ownership of 1,696,855 of such shares. Ms. Popat may be deemed to beneficially own the 2,144,335 shares of Common Stock beneficially owned by her spouse, Mr. Popat. Ms. Popat disclaims beneficial ownership of 1,696,855 of such shares.

The amounts beneficially owned by Mr. Popat and Ms. Popat do not include an aggregate of 130,000 shares of Common Stock held by The Popat Family Trust 2001.

(b) Number of shares of Common Stock as to which Mr. Popat has:

- (i) Sole power to vote or to direct the vote: 1,110,556
- (ii) Shared power to vote or to direct the vote: 1,033,779
- (iii) Sole power to dispose or to direct the disposition of: 1,110,556
- (iv) Shared power to dispose or to direct the disposition of: 1,033,779

Number of shares of Common Stock as to which Ms. Popat has:

- (i) Sole power to vote or to direct the vote: 1,131,405
- (ii) Shared power to vote or to direct the vote: 1,236,323
- (iii) Sole power to dispose or to direct the disposition of: 1,131,405
- (iv) Shared power to dispose or to direct the disposition of: 1,236,323

Mr. Popat and Ms. Popat share the power to vote or to direct the vote and the power to dispose or to direct the disposition of 340,000 shares of Common Stock held by a family limited partnership, of which Mr. Popat and Ms. Popat are the general partners and trusts for the benefit of their children are

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limited partners, and 107,480 shares of Common Stock are held by The HOPE Foundation USA 1999, a charitable trust, of which Mr. Popat and Ms. Popat are co-trustees.

Mr. Popat and ATC, as the two trustees of trusts for the benefit of Mr. Popat's children, share the power to vote or to direct the vote and the power to dispose or to direct the disposition of 586,299 shares of Common Stock held in such trusts. Ms. Popat and ATC, as the two trustees of trusts for the benefit of Ms. Popat's children, share the power to vote or to direct the vote and the power to dispose or to direct the disposition of 136,056 shares of Common Stock held in such trusts.

(c) Other than as discussed above at Item 3, Mr. Popat and Ms. Popat have not effected any transactions in shares of Common Stock during the past 60 days.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from or any proceeds from the sale of the shares of Common Stock beneficially owned by Mr. Popat and Ms. Popat.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Mr. Popat and Ms. Popat are co-trustees of The HOPE Foundation USA 1999, a charitable trust dated November 19, 1999, which holds 107,480 shares of Common Stock. 340,000 shares of Common Stock are held by The Popat Family Limited Partnership dated August 21, 1997, of which Mr. Popat and Ms. Popat are the general partners and trusts for the benefit of their children are limited partners. Mr. Popat and ATC are co-trustees of The Saagar Popat Trust and The Sajeev Popat Trust, each of which is dated August 21, 1997 and collectively hold 586,299 shares of Common Stock. Ms. Popat and ATC are co-trustees of The Narendra Popat Family Trust f/b/o Saagar Popat and The Narendra Popat Family Trust f/b/o Sajeev Popat, each of which is dated December 1, 1995 and collectively hold 136,056 shares of Common Stock.

All of the shares of Common Stock held by the aforementioned trusts and family limited partnership are held for investment and estate planning purposes. No agreements exist with respect to the voting of the shares of Common Stock held by the aforementioned trusts and family limited partnership.

Item 7. Material to be Filed as Exhibits.

Agreement to file joint Schedule 13D/A, dated September 29, 2005 (incorporated by reference to Exhibit 1 to the filing on Schedule 13D/A by Narendra Popat and Jyoti Popat, dated September 29, 2005).

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SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 11, 2008

/s/ Narendra Popat

Narendra Popat

/s/ Jyoti Popat

Jyoti Popat

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