MULLARKEY VINCENT J

Form 4

September 21, 2017

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

(Last)

(Instr. 3)

1. Name and Address of Reporting Person * MULLARKEY VINCENT J

(First)

(Street)

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

NETSCOUT SYSTEMS INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[NTCT]

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 09/19/2017

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

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WESTFORD, MA 01886

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(2)

or (D)

Code V Amount

(Instr. 3 and 4) Price

Common 09/19/2017 Stock

 $M^{(1)}$ 4,741 (1)

42,613

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Numb or Derivation Securities Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(2)	09/19/2017		M		4,741	09/19/2017	(3)	Common Stock	4,741
Restricted Stock Unit	<u>(2)</u>	09/19/2017		A	4,236		<u>(4)</u>	(3)	Common Stock	4,236

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
MULLARKEY VINCENT J						
C/O NETSCOUT SYSTEMS, INC.	X					
310 LITTLETON ROAD	Λ					

Signatures

WESTFORD, MA 01886

/s/ Greg Sloan, by Power of 09/21/2017 Attorney

**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 shares of Common Stock were acquired upon the vesting of certain restricted stock units previously granted to the reporting person.
- (2) Price is N/A.
- (3) Date is N/A.

All of the Restricted Stock Units vest on the date of the Company's Annual Meeting to occur in 2018, 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 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 09/19/2020.

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.

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