

NETSCOUT SYSTEMS INC  
Form 8-K  
September 13, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): September 7, 2011**

**NETSCOUT SYSTEMS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**(State or other jurisdiction**

**of incorporation)**

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**0000-26251**  
(Commission

File Number)

**04-2837575**  
(IRS Employer

Identification No.)

**310 Littleton Road**  
**Westford, Massachusetts**  
(Address of principal executive offices)

**(978) 614-4000**

**01886**  
(Zip Code)

(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On September 7, 2011, NetScout Systems, Inc., or the Company, held its Annual Meeting of Stockholders. As of July 11, 2011, the record date for the Annual Meeting, 42,726,605 shares of the Company's common stock were issued and outstanding. A summary of the matters voted upon by stockholders is set forth below.

1. The Company's stockholders re-elected each of Joseph G. Hadzima and Stephen G. Pearce as a Class III director of the Company to serve until the 2014 annual meeting and until their respective successors have been elected and qualified. The voting results were as follows:

	<b>Votes For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Joseph G. Hadzima	37,035,560	1,994,611	1,889,036
Stephen G. Pearce	37,344,290	1,685,881	1,889,036

2. The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2012. Voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>
40,223,060	695,515	632

3. The Company's stockholders approved the proposed amendments to, and the increase of 8,000,000 shares authorized for issuance under, the Company's 2007 Equity Incentive Plan. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
31,997,647	6,056,485	976,039	1,889,036

4. The Company's stockholders approved the proposed 2011 Employee Stock Purchase Plan. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
37,332,374	722,699	975,098	1,889,036

5. The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
35,917,241	2,117,237	995,693	1,889,036

6. The proposal on the preferred frequency of future stockholder advisory votes on the compensation of the Company's named executive officers received the following votes:

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
23,440,058	270,681	15,303,105	16,327	1,889,036

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**NETSCOUT SYSTEMS, INC.**

By: /s/ David P. Sommers  
David P. Sommers  
Chief Financial Officer and Senior  
Vice President, General Operations

Date: September 13, 2011