

NETSCOUT SYSTEMS INC
Form SC 13G/A
February 09, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

NETSCOUT SYSTEMS INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

64115T104
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which the Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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).

CUSIP
No. 64115T104 13G/A Page 2 of 6 Pages

Names of Reporting Persons

(1) Turtle Creek Asset
Management Inc.

Check the
Appropriate

(2) Box if a
Member of (a)
a Group (b)

(See
Instructions)

(3) SEC Use Only

Citizenship or Place of
Organization

(4)

Canada

Sole Voting Power

(5)

0

Number of
Shares
Beneficially
Owned
by Each
Reporting
Person With

Shared Voting Power

(6)

4,750,446

Sole Dispositive Power

(7)

0

Shared Dispositive Power

(8)

4,750,446

Aggregate Amount
Beneficially Owned by Each
Reporting Person

(9)

4,750,446

Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions)

(10)

Percent of Class Represented
by Amount in Row (9)

(11)

5.44% ⁽¹⁾

(12) Type of Reporting Person (See
Instructions)

FI

¹Based on 87,267,106 shares of common stock outstanding as of December 31, 2017 as reported in the Issuer's 10-Q filed with the SEC.

Item 1(a). Name of Issuer

NetScout Systems, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices

310 Littleton Road
Westford MA 01886

Item 2(a). Name of Person Filing

This Schedule 13G is being filed by Turtle Creek Asset Management Inc. (the "Reporting Person") with respect to shares of Common Stock of NetScout Systems, Inc.

The Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item 2(b). Address of Principal Business Office or, if None, Residence

The address of the principal office of the Reporting Person is:

4 King Street West, Suite 1300
Toronto, Ontario M5H 1B6 Canada

Item 2(c). Citizenship

Canada

Item 2(d). Title of Class of Securities

Common Stock

Item 2(e). CUSIP Number

64115T104

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Rule 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 240.13d-1(b)(1)(ii)(G);

- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

If filing in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: N/A

Item 4(a). Amount Beneficially Owned

See Item 9 on the cover pages hereto.

Item 4(b). Percent of Class

See Item 11 on the cover pages hereto.

Item 4(c). Number of shares as to which the Reporting Person has:

(i) sole power to vote or direct the vote:

See Item 5 on the cover pages hereto.

(ii) shared power to vote or direct the vote:

See Item 6 on the cover pages hereto.

(iii) sole power to dispose or to direct the disposition:

See Item 7 on the cover pages hereto.

(iv) shared power to dispose or to direct the disposition:

See Item 8 on the cover pages hereto.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. The Security Being Reported on By the Parent Holding Company

Not applicable.

4

Item
8. Identification and Classification of Members of the Group

Not applicable.

Item
9. Notice of Dissolution of Group

Not applicable.

Item
10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to investment advisors is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

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

Dated: February 9, 2018
TURTLE CREEK ASSET
MANAGEMENT, INC.

By: /s/ Jeffrey Cole
Name: Jeffrey Cole
Title: Managing Partner