

Bannasch Eric
 Form 3
 November 16, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | |
|-------------------------------------------|---------|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CADIAN CAPITAL MANAGEMENT, LLC | | | (Month/Day/Year) | NETSCOUT SYSTEMS INC [NTCT] | |
| (Last) | (First) | (Middle) | 11/11/2011 | | |
| 461 FIFTH AVENUE,Â 24TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10017 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 4,180,499 | I | See Footnote ⁽¹⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CADIAN CAPITAL MANAGEMENT, LLC 461 FIFTH AVENUE 24TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| Bannasch Eric C/O CADIAN CAPITAL MANAGEMENT LLC 461 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--------------------------------------------------------------------------|------------|
| Cadian Capital Management LLC(+), By: /s/ Eric Bannasch, Managing Member | 11/16/2011 |
| __Signature of Reporting Person | Date |
| /s/ Eric Bannasch(+) | 11/16/2011 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These securities are held in the accounts of several investment partnerships and investment funds (collectively, the "Investment Vehicles") for which Cadian Capital Management LLC ("Cadian") serves as investment manager. Eric Bannasch is the managing member of Cadian. Cadian and Mr. Bannasch may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of Cadian's position as investment manager of the Investment Vehicles and Mr. Bannasch's status as the managing member of Cadian.

^
Remarks:
 (+) ^ Each ^ of ^ the ^ Reporting ^ Person ^ and ^ the ^ joint ^ filer ^ (individually, ^ each ^ a ^ "Reporting ^ Person" ^ and.
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.
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