

NETSCOUT SYSTEMS INC  
Form 425  
June 25, 2015

**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): June 25, 2015**

**NETSCOUT SYSTEMS, INC.**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-26251**  
**(Commission**  
  
**File Number)**

**04-2837575**  
**(IRS Employer**  
  
**Identification No.)**

**310 Littleton Road**

**Westford, Massachusetts**  
**(Address of principal executive offices)**

**01886**  
**(Zip Code)**

**(978) 614-4000**

**(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 October 14, 2014, NetScout Systems, Inc. (the Company or NetScout ) announced that it had entered into an Agreement and Plan of Merger and Reorganization, dated as of October 12, 2014, by and among the Company, Danaher Corporation ( Danaher ), Potomac Holding LLC, a wholly-owned subsidiary of Danaher ( Newco ), RS Merger Sub I, Inc. and RS Merger Sub II, LLC (the Merger Agreement ). In addition, the Company, Danaher and Newco entered into a Separation and Distribution Agreement, dated as of October 12, 2014 (the Distribution Agreement ), providing for the transfer by Danaher to Newco of certain assets and liabilities of Danaher s communications business, including Tektronix Communications, Arbor Networks and certain parts of Fluke Networks Enterprise, but excluding Danaher s data communications cable installation business and its communication service provider (field and test tools systems) business. As used herein, the term Transactions refers to the transactions contemplated by the Merger Agreement, Distribution Agreement and any other documents referred to in or contemplated by the Merger Agreement and the Distribution Agreement.

On June 25, 2015, the Company held a special meeting of the Company s stockholders (the Special Meeting ), at the Company s offices located at 310 Littleton Road, Westford, Massachusetts 01886. At the Special Meeting, the Company s stockholders voted on two proposals relating to the Transactions, each of which is described in more detail in the Company s definitive proxy statement for the Special Meeting filed with the U.S. Securities and Exchange Commission on May 8, 2015 (the Proxy Statement ). The results of the matters presented at the Special Meeting, based on the presence in person or by proxy of holders of 37,354,897 shares of the 40,807,787 shares of NetScout common stock entitled to vote, were as follows:

Proposal 1 was to approve the issuance of shares of NetScout common stock in connection with the Transactions. This proposal was approved as follows:

|            |         |         |
|------------|---------|---------|
| For        | Against | Abstain |
| 36,657,360 | 656,690 | 40,847  |

Proposal 2 was to adjourn or postpone the Special Meeting, if necessary or appropriate, to solicit additional proxies if there were not sufficient votes at the time of the Special Meeting to approve the issuance of shares of NetScout common stock in connection with the Transactions. This proposal was approved as follows, but since there were sufficient votes at the time of the Special Meeting to approve the issuance of shares of NetScout common stock in connection with the Transactions, the Special Meeting was not adjourned for the purpose of soliciting additional proxies:

|            |           |         |
|------------|-----------|---------|
| For        | Against   | Abstain |
| 36,025,205 | 1,269,785 | 59,907  |

**Item 8.01. Other Events.**

On June 25, 2015, the Company issued a press release announcing the results of the vote at the Special Meeting, which press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The Company hereby files the following exhibits:

99.1 Press Release of NetScout Systems, Inc., dated June 25, 2015

**Additional Information and Where You Can Find It**

NetScout has filed a Registration Statement on Form S-4 (No. 333-200704) (the "Registration Statement") with the Securities and Exchange Commission (the "SEC"), which includes a prospectus (the "Prospectus"), and other documents concerning the proposed acquisition of the Communications Business. Investors are urged to read the Registration Statement, including the Prospectus, along with other relevant documents filed with the SEC, because they contain important information. Security holders may obtain a free copy of the Registration Statement and Prospectus and other documents filed by NetScout with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). The Registration Statement, including the Prospectus, along with other documents, may also be obtained for free by contacting Andrew Kramer, Vice President of Investor Relations, by telephone at 978-614-4000, by email at [ir@netscout.com](mailto:ir@netscout.com), or by mail at Investor Relations, NetScout Systems, Inc., 310 Littleton Road, Westford, MA 01886.

**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/ Jean Bua  
Jean Bua  
Chief Financial Officer

Date: June 25, 2015

**Exhibit Index**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 99.1                      | Press Release of NetScout Systems, Inc., dated June 25, 2015 |