

NETSCOUT SYSTEMS INC
Form S-4
December 03, 2014
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As filed with the U.S. Securities and Exchange Commission on December 3, 2014

Registration No. 333-[]

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

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NETSCOUT SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7373
(Primary Standard Industrial
Classification Code Number)

04-2837575
(I.R.S. Employer
Identification Number)

310 Littleton Road

Westford, Massachusetts 01886

(978) 614-4000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Anil K. Singhal

President and Chief Executive Officer

NetScout Systems, Inc.

310 Littleton Road

Westford, Massachusetts 01886

(978) 614-4000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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(617) 937-2300

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New York, NY 10036

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable on or after the effective date of this registration statement and after all other conditions to the completion of the exchange offer and merger described herein have been satisfied or waived.

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)(2)	Proposed	Proposed	Amount of registration fee(3)
		maximum offering price per unit(3)	maximum aggregate offering price(3)	
Common stock, \$0.001 par value per share	62,500,000	N/A	N/A	\$1.00

(1) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers an indeterminate number of additional shares of NetScout Systems, Inc. (NetScout) common stock, par value \$0.001 per share, as may be issuable as a result of stock splits, stock dividends or similar transactions.

- (2) Represents the number of shares of NetScout common stock issuable in connection with the transactions contemplated by that Agreement and Plan of Merger and Reorganization, dated as of October 12, 2014, by and among NetScout Systems, Inc., Danaher Corporation, Potomac Holding LLC, RS Merger Sub I, Inc. and RS Merger Sub II, LLC.
- (3) Calculated pursuant to Rule 457(f)(2) of the Securities Act of 1933 based on an aggregate book value of \$100 of the common units of Potomac Holding LLC to be received by NetScout in the exchange on December 2, 2014. The filing fee has been rounded up to \$1.00.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the U.S. Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents**EXPLANATORY NOTE**

NetScout Systems, Inc. (NetScout) is filing this registration statement on Form S-4 (Reg. No. 333-[]) to register shares of its common stock, par value \$0.001 per share, that will be issued in the two-step merger process whereby (i) RS Merger Sub I, Inc., a Delaware corporation (Merger Sub), which is a wholly-owned subsidiary of NetScout Systems, Inc., a Delaware corporation (NetScout), will merge with and into Potomac Holding LLC (Newco), a Delaware limited liability company and subsidiary of Danaher Corporation (Danaher), with Newco continuing as the surviving company (the First Merger) and (ii) immediately following the First Merger, Newco will merge with and into RS Merger Sub II, LLC, a Delaware limited liability company (Merger Sub II), which is a wholly-owned subsidiary of NetScout, with Merger Sub II surviving as a wholly-owned subsidiary of NetScout (the Second Merger , and together with the First Merger, the Mergers). Prior to the Mergers, Danaher will transfer certain assets and liabilities related to the communications business of Danaher, 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 (the Communications Business), to Newco or one of its subsidiaries. In exchange therefor, Danaher will receive all of the issued and outstanding Newco common units. Newco is a newly formed, wholly-owned subsidiary of Danaher that was organized specifically for the purpose of effecting the Separation (as defined below). Newco has engaged in no business activities to date and it has no material assets or liabilities of any kind, other than those incident to its formation and those incurred in connection with the Transactions (as defined below). The Newco common units will be immediately converted into shares of NetScout common stock in the First Merger. NetScout has filed a proxy statement that relates to the special meeting of stockholders of NetScout to approve the issuance of shares of NetScout common stock in the First Merger. In addition, Newco has filed a registration statement on Form S-4 and S-1 (Registration No. 333-[]) to register the Newco common units which will be distributed to Danaher stockholders in the spin-off or split-off.

Based on market conditions prior to the closing of the Mergers, Danaher will determine whether the Newco common units will be distributed to Danaher's stockholders in a spin-off or a split-off. In a spin-off, all Danaher stockholders would receive a pro rata number of Newco common units. In a split-off, Danaher would offer its stockholders the option to exchange their shares of Danaher common stock for Newco common units in an exchange offer, which common units would immediately be converted into shares of NetScout common stock in the First Merger, resulting in a reduction in Danaher's outstanding shares. If the exchange offer is undertaken and consummated but the exchange offer is not fully subscribed because fewer than all Newco common units owned by Danaher are exchanged, the remaining Newco common units owned by Danaher would be distributed on a pro rata basis to Danaher stockholders whose shares of Danaher common stock remain outstanding after consummation of the exchange offer. Newco is filing this prospectus under the assumption that the Newco common units will be distributed to Danaher stockholders pursuant to a split-off. Once a final decision is made regarding the manner of distribution of the shares, this registration statement on Form S-4 and Newco's registration statement on Form S-4 and S-1 will be amended to reflect that decision, if necessary.

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The information in this prospectus is not complete and may change. The exchange offer and issuance of securities being registered pursuant to the registration statement of which this prospectus forms a part may not be completed until the registration statement is effective. This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities, in any state where such offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 3, 2014

PRELIMINARY PROSPECTUS OFFER TO EXCHANGE

DANAHER CORPORATION

Offer to Exchange All Common Units of

POTOMAC HOLDING LLC

which are owned by Danaher Corporation

and will be converted into Shares of Common Stock of

NETSCOUT SYSTEMS, INC.

for

Shares of Common Stock of Danaher Corporation

Danaher Corporation (Danaher) is offering to exchange all common units representing limited liability company interests (Newco common units) of Potomac Holding LLC (Newco) which are owned by Danaher for shares of common stock of Danaher (Danaher common stock) that are validly tendered and not properly withdrawn. The number of shares of Danaher common stock that will be accepted if this exchange offer is completed will depend on the final exchange ratio, the number of Newco common units offered and the number of shares of Danaher common stock tendered. The terms and conditions of this exchange offer are described in this prospectus, which you should read carefully. None of Danaher, Newco any of their respective directors or officers or any of their respective representatives makes any recommendation as to whether you should participate in this exchange offer. You must make your own decision after reading this prospectus and consulting with your advisors.

Following consummation of the exchange offer, a wholly-owned subsidiary of NetScout Systems, Inc. (NetScout) named RS Merger Sub I, Inc., a Delaware corporation (Merger Sub), will be merged with and into Newco, whereby the separate corporate existence of Merger Sub will cease and Newco will continue as the surviving company (the First Merger), and, subsequently, Newco will be merged with and into a wholly-owned subsidiary of NetScout named RS Merger Sub II, LLC, a Delaware limited liability company (Merger Sub II), whereby the separate corporate existence of Newco will cease and Merger Sub II will continue as the surviving company (the Second Merger, and together with the First Merger, the Mergers). In the First Merger, each outstanding Newco common

unit (except Newco common units held by Danaher, Newco, NetScout or Merger Sub) will be converted into the right to receive a number of duly authorized, validly issued, fully paid and nonassessable shares of common stock of NetScout (NetScout common stock) equal to (x) 62.5 million shares of NetScout common stock plus the product of (A) 1.46 multiplied by (B) the number of shares of NetScout common stock issued in any acquisition after the date of the Merger Agreement and prior to the effective time of the First Merger, divided by (y) the aggregate number of Newco common units issued and outstanding as of immediately prior to the effective time of the First Merger. In addition, Newco will authorize the issuance of a number of Newco common units such that the total number of Newco common units outstanding immediately prior to the First Merger will be that number that results in the exchange ratio in the First Merger equaling one. As a result, each Newco common unit (except Newco common units held by Danaher, Newco, NetScout or Merger Sub) will be converted into one share of NetScout common stock in the First Merger. The aggregate number of shares of NetScout common stock to be issued in the First Merger by NetScout is expected to result in Danaher stockholders collectively owning approximately 59.5% of the issued and outstanding shares of NetScout common stock on a fully-diluted basis after giving effect to the Mergers, and NetScout stockholders collectively owning approximately 40.5% of the issued and outstanding shares of NetScout common stock on a fully-diluted basis. Newco common units will not be transferred to participants in this exchange offer; such participants will instead receive shares of NetScout common stock in the First Merger. No trading market currently exists or will ever exist for Newco common units. You will not be able to trade the Newco common units before they are converted into shares of NetScout common stock in the First Merger. In addition, there can be no assurance that shares of NetScout common stock, when issued in the First Merger, will trade at the same prices as shares of NetScout common stock are traded prior to the First Merger.

The value of Danaher common stock and Newco common units will be determined by Danaher by reference to the simple arithmetic average of the daily volume-weighted average prices (VWAP) on each of the Valuation Dates (as defined below), of Danaher common stock on the New York Stock Exchange (NYSE) and NetScout common stock on the NASDAQ Global Market (NASDAQ) on each of the last three trading days (Valuation Dates) of the exchange offer period, as it may be voluntarily extended, but not including the last two trading days that are part of any Mandatory Extension (as described below). Based on an expiration date of [], 2015, the Valuation Dates are expected to be [], 2015, [], 2015, and [], 2015. See This Exchange Offer Terms of this Exchange Offer.

This exchange offer is designed to permit you to exchange your shares of Danaher common stock for Newco common units at a []% discount to the per-share value of NetScout common stock, calculated as set forth in this prospectus. For each \$1.00 of Danaher common stock accepted in this exchange offer, you will receive approximately \$[] of Newco common units, subject to an upper limit of [] Newco common units per share of Danaher common stock. This exchange offer does not provide for a minimum exchange ratio. See This Exchange Offer Terms of this Exchange Offer. If the upper limit is in effect, then the exchange ratio will be fixed at that limit and this exchange offer will be automatically extended (a Mandatory Extension) until 12:00 midnight New York City time, on the second trading day following the originally contemplated expiration date to permit stockholders to tender or withdraw their Danaher common stock during that period. **IF THE UPPER LIMIT IS IN EFFECT, AND UNLESS YOU PROPERLY WITHDRAW YOUR SHARES, YOU MAY RECEIVE LESS THAN \$[] OF NEWCO COMMON UNITS FOR EACH \$1.00 OF DANAHER COMMON STOCK THAT YOU TENDER, AND YOU COULD RECEIVE MUCH LESS.**

The indicative exchange ratio that would have been in effect following the official close of trading on the NYSE and NASDAQ, as applicable, on [], 2015 (the last trading day before the date of this prospectus), based on the daily VWAPs of Danaher common stock and NetScout common stock on [], 2015, [], 2015, and [], 2015, would have provided for [] Newco common units to be exchanged for every share of Danaher common stock accepted. The value of Newco common units received and, following the First Merger, the value of NetScout common stock received may not remain above the value of Danaher common stock tendered following the expiration of this exchange offer.

THIS EXCHANGE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON [], 2015, UNLESS THE OFFER IS EXTENDED OR TERMINATED. SHARES OF DANAHER COMMON STOCK TENDERED PURSUANT TO THIS EXCHANGE OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO

THE EXPIRATION OF THIS EXCHANGE OFFER.

In reviewing this prospectus, you should carefully consider the risk factors beginning on page 46 of this prospectus.

We Are Not Asking You for a Proxy and You are Requested Not To Send Us a Proxy.

Neither the U.S. Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is [], 2015.

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Unless there is a Mandatory Extension, the final exchange ratio used to determine the number of Newco common units that you will receive for each share of Danaher common stock accepted in this exchange offer will be announced by press release no later than 4:30 p.m., New York City time, on the expiration date. At such time, the final exchange ratio will be available at <http://www.danaher.com/netscout> and from the information agent at the toll-free number provided on the back cover of this prospectus. Danaher will announce whether the upper limit on the number of shares that can be received for each share of Danaher common stock tendered will be in effect at the expiration of the exchange offer period, through <http://www.danaher.com/netscout> and by press release, no later than 4:30 p.m., New York City time, on the expiration date. Throughout this exchange offer, indicative exchange ratios (calculated in the manner described in this prospectus) will also be available on that website and from the information agent at the toll free number provided on the back cover of this prospectus.

This prospectus provides information regarding Danaher, Newco, NetScout, the exchange offer and the Mergers in which shares of Danaher common stock may be exchanged for Newco common units which will then be immediately converted into shares of NetScout common stock and distributed to participating Danaher stockholders as described herein. Danaher stock is listed on the NYSE under the symbol DHR. NetScout common stock is listed on NASDAQ under the symbol NTCT. On [], 2015, the last reported sale price of Danaher common stock on the NYSE was \$[], and the last reported sale price of NetScout common stock on NASDAQ was \$[]. The market prices of Danaher common stock and of NetScout common stock will fluctuate prior to the completion of this exchange offer and thereafter and may be higher or lower at the expiration date than the prices set forth above. No trading market currently exists for Newco common units, and no such market will exist in the future. Newco has not applied for listing of Newco common units on any exchange.

If this exchange offer is consummated but is not fully subscribed because less than all the Newco common units owned by Danaher are exchanged, the remaining Newco common units owned by Danaher will be distributed to Danaher stockholders whose shares of Danaher common stock remain outstanding after the consummation of the exchange offer pursuant to a pro rata distribution (a spin-off). Any Danaher stockholder who validly tenders (and does not properly withdraw) shares of Danaher common stock for Newco common units and whose shares are accepted in the exchange offer will waive their rights with respect to such shares to receive, and forfeit any rights to, Newco common units distributed on a pro rata basis to Danaher stockholders in the event that the exchange offer is not fully subscribed. This prospectus covers all Newco common units offered by Danaher in this exchange offer and all Newco common units that may be distributed by Danaher in the spin-off to holders of Danaher common stock. If this exchange offer is terminated by Danaher without the exchange of shares (but the conditions for consummation of the Transactions have otherwise been satisfied), all Newco common units owned by Danaher will be distributed in the spin-off on a pro rata basis to holders of Danaher common stock. See This Exchange Offer Distribution of Newco Common Units Remaining After This Exchange Offer.

Following the consummation of the exchange offer, in the First Merger, Merger Sub will be merged with and into Newco, whereby the separate corporate existence of Merger Sub will cease and Newco will continue as the surviving company, and, subsequently, Newco will be merged with and into Merger Sub II, whereby the separate corporate existence of Newco will cease and Merger Sub II will continue as the surviving company. In the First Merger, each outstanding Newco common unit (except Newco common units held by Danaher, Newco, NetScout or Merger Sub) will be converted into the right to receive a number of fully paid and nonassessable shares of NetScout common stock equal to (x) 62.5 million shares of NetScout common stock plus the product of (A) 1.46 multiplied by (B) the number of shares of NetScout common stock issued in any acquisition after the date of the Merger Agreement and prior to the effective time of the First Merger, divided by (y) the aggregate number of Newco common units issued and outstanding as of immediately prior to the effective time of the First Merger. In addition, Newco will authorize the issuance of a number of Newco common units such that the total number of Newco common units outstanding immediately prior to the First Merger will be that number that results in the exchange ratio in the First Merger

equaling one. As a result, each Newco common unit (except Newco common units held by Danaher, Newco, NetScout or Merger Sub) will be converted into one share of NetScout common stock in the First Merger.

Danaher's obligation to exchange Newco common units for NetScout common stock is subject to the conditions listed under This Exchange Offer Conditions for Consummation of this Exchange Offer, including the satisfaction of conditions to the Mergers, which include the NetScout stockholder approval of the issuance of NetScout common stock in connection with the Mergers, and other conditions.

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This prospectus incorporates by reference important business and financial information about Danaher and NetScout from documents filed with the SEC that have not been included in or delivered with this prospectus. This information is available without charge at the website that the SEC maintains at www.sec.gov, as well as from other sources. See **Where You Can Find More Information; Incorporation By Reference. You also may ask any questions about this exchange offer or request copies of the exchange offer documents and the other information incorporated by reference in this prospectus, without charge, upon written or oral request to Danaher's information agent, Georgeson Inc., located at 480 Washington Boulevard, 26th Floor, Jersey City, NJ, 07310, at the telephone number (866) 295-3782 or at the email address danaherexchange@georgeson.com. In order to receive timely delivery of the documents, you must make your requests no later than [], 2015.**

All information contained or incorporated by reference in this prospectus with respect to NetScout, Merger Sub, Merger Sub II and their respective subsidiaries, as well as information on NetScout after the consummation of the Transactions, has been provided by NetScout. All other information contained or incorporated by reference in this prospectus with respect to Danaher, Newco or their respective subsidiaries, or the Communications Business, and with respect to the terms and conditions of the exchange offer has been provided by Danaher. This prospectus contains or incorporates by reference references to trademarks, trade names and service marks, including AIRMAGNET[®], FLUKE NETWORKS[®], ARBOR NETWORKS[®], TEKTRONIX[®] Communications and VSS MONITORING[®], that are owned by Danaher and its related entities.

This prospectus is not an offer to sell or exchange and it is not a solicitation of an offer to buy any shares of Danaher common stock, Newco common units or NetScout common stock in any jurisdiction in which the offer, sale or exchange is not permitted. Non-U.S. stockholders should consult their advisors in considering whether they may participate in the exchange offer in accordance with the laws of their home countries and, if they do participate, whether there are any restrictions or limitations on transactions in the Newco common units that may apply in their home countries. Danaher, Newco and NetScout cannot provide any assurance about whether such limitations may exist. See **The Exchange Offer Certain Matters Relating to Non-U.S.**

Jurisdictions for additional information about limitations on the exchange offer outside the United States.

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HELPFUL INFORMATION

Certain abbreviations and terms used in the text and notes are defined below:

Abbreviation/Term	Description
Ancillary Agreements	The Tax Matters Agreement, the Transition Services Agreement, the Employee Matters Agreement, the Trademark License Agreement, the DBS License Agreement, the IP License Agreement, the Lease Agreement and any other agreements mutually agreed to by the parties pursuant to the Distribution Agreement
Audited Financial Statements	The audited combined financial statements of (x) the Communications Business and (y) Newco (before giving effect to the internal restructuring described in the Distribution Agreement), including the combined balance sheets of (x) the Communications Business and (y) Newco (before giving effect to the internal restructuring described in the Distribution Agreement) as of December 31, 2013 and December 31, 2012 and the three years in the period ended December 31, 2013 together with a report on the financial statements from the independent registered public accounting firm for the Communications Business
Code	The Internal Revenue Code of 1986, as amended
Communications Business	The communications group business of Danaher conducted under the brands Tektronix Communications, Fluke Networks and Arbor Networks, and including Newco and its subsidiaries; provided, however, that the Communications Business shall exclude Danaher's data communications cable installation business and its communication service provider (field and test tools systems) business
Danaher	Danaher Corporation
Danaher common stock	The common stock, par value \$0.01 per share, of Danaher
Danaher Equity Award	Any Danaher Option that is issued and unexercised and any Danaher RSU that is issued and unvested, in each case at the effective time of the First Merger, and which is treated in each case in accordance with the Employee Matters Agreement
Danaher group	Danaher and each of its subsidiaries, but excluding any member of the Newco group
Danaher Option	Options to purchase shares of Danaher common stock from Danaher, whether granted by Danaher pursuant to the Danaher Stock Plans, assumed by Danaher in connection with any merger, acquisition or similar transaction or otherwise issued or granted and whether vested or unvested
Danaher RSU	Each restricted stock unit representing the right to vest in and be issued shares of Danaher common stock by Danaher, whether granted by Danaher pursuant to a Danaher Stock Plan, assumed by Danaher in connection with any merger, acquisition or similar transaction or otherwise issued or granted

and whether vested or unvested

Danaher Shared Contract

Any contract relating to (but not relating primarily to) the Communications Business that also relates to any business or business function of the Danaher group to which Danaher, Newco or any member of their respective groups is a party or by which any of their respective assets is bound

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Abbreviation/Term	Description
Danaher Stock Plans	Danaher's 1998 Stock Option Plan, Danaher's 2007 Stock Incentive Plan, Tektronix 2002 Stock Incentive Plan and Tektronix 2005 Stock Incentive Plan
DBS License Agreement	The DBS License Agreement substantially in the form attached as Exhibit E to the Distribution Agreement
Debt Financing	Any debt financing entered into by the NetScout Companies in connection with the Mergers, the Distribution and other transactions contemplated by the Transaction Documents, including the amendment of that certain Credit and Security Agreement, dated as of December 21, 2007, by and among NetScout, KeyBank National Association, Wells Fargo Bank, National Association, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Bank of America, N.A., Silicon Valley Bank, Comerica Bank, and the lenders party thereto, as amended by First Amendment Agreement, dated as of December 4, 2009
DGCL	General Corporation Law of the State of Delaware
The Distribution	The distribution by Danaher, pursuant to the Merger Agreement, of 100% of the Newco common units to Danaher's stockholders in an exchange offer followed, if necessary, by a spin-off
The Distribution Agreement	The Separation and Distribution Agreement, dated as of October 12, 2014, by and among Danaher, NetScout and Newco (as the same may be amended from time to time)
Distribution Date	The date selected by the Danaher board or its designee for the distribution of Newco common units to holders of Danaher common stock as of the record date in connection with the Distribution
Employee Matters Agreement	The Employee Matters Agreement substantially in the form attached as Exhibit C to the Distribution Agreement
Exchange Act	The Securities Exchange Act of 1934, as amended
The exchange offer	An exchange offer whereby Danaher is offering to its stockholders the option to exchange all or a portion of their shares of Danaher common stock for all of the Newco common units, which Newco common units will be immediately exchanged for NetScout common stock in the Mergers
The First Merger	The merger of Merger Sub with and into Newco, with Newco surviving the merger as a wholly-owned subsidiary of NetScout, as contemplated by the Merger Agreement
GAAP	Generally accepted accounting principles in the United States
HSR Act	The Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended
Internal Restructuring	The corporate structuring steps contemplated by the Plan of Reorganization
IP License Agreement	The Intellectual Property Cross-License Agreement substantially in the form attached as Exhibit G to the Distribution Agreement
IRS	Internal Revenue Service

IRS ruling

Private letter ruling from the IRS with respect to certain aspects of the anticipated non-taxable nature of the Transactions

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Abbreviation/Term	Description
Lease Agreement	The Commercial Lease Agreement substantially in the form attached as Exhibit F to the Distribution Agreement
The Merger Agreement	The Agreement and Plan of Merger and Reorganization, dated as of October 12, 2014, by and among Danaher, Newco, NetScout, Merger Sub and Merger Sub II (as the same may be amended from time to time)
The Mergers	The First Merger together with the Second Merger
Merger Sub	RS Merger Sub I, Inc., which is a wholly-owned subsidiary of NetScout
Merger Sub II	RS Merger Sub II, LLC, which is a wholly-owned subsidiary of NetScout
NASDAQ	The NASDAQ Global Select Market
NetScout	NetScout Systems, Inc.
NetScout Bylaws	NetScout s Amended and Restated Bylaws
NetScout Charter	NetScout s Third Amended and Restated Certificate of Incorporation
NetScout common stock	The common stock, par value \$0.001 per share, of NetScout
NetScout Companies	NetScout and each of NetScout s subsidiaries, including Merger Sub and Merger Sub II
NetScout Products	Products or services (i) both (x) designated or developed and (y) sold, or (ii) under development and substantially completed, or (iii) manufactured, sold or distributed, in each of the foregoing (i), (ii) and (iii), by or on behalf of the NetScout Companies as of October 12, 2014, including the products listed in the NetScout disclosure letter to the Merger Agreement
NetScout Superior Offer	An unsolicited bona fide written offer by a third party to purchase at least a majority of the outstanding shares of NetScout common stock or at least a majority of the assets of NetScout (whether through a tender offer, merger or otherwise), that is determined by the NetScout board of directors, in its good faith judgment, after consulting with its financial advisor and outside legal counsel, and after taking into account the terms and conditions of the offer, including the likelihood and anticipated timing of consummation, (i) to be more favorable, from a financial point of view, to NetScout s stockholders than the combination with Newco, (ii) is reasonably likely to be completed, taking into account any financing and approval requirements that the NetScout board of directors determines to be relevant and all other financial, legal, regulatory and other aspects of such proposal that the NetScout board of directors determines to be relevant, and (iii) for which financing, if a cash transaction (in whole or part), is then fully committed
Newco	Potomac Holding LLC, which is a Delaware limited liability company and currently a wholly-owned subsidiary of Danaher Corporation
Newco Assets	Has the meaning ascribed to the Communications Assets in the Distribution Agreement
Newco common units	Common units representing limited liability company interests in Newco

Newco Companies

Newco and its subsidiaries after giving effect to the transactions and transfer of assets and liabilities as set forth in the Distribution Agreement

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Abbreviation/Term	Description
Newco Employee	Each employee who as of the date of the Separation is an employee of Danaher's Tektronix Communications business or Danaher's Arbor Networks business and each employee of Danaher's Fluke Networks Enterprise business who is determined to be either primarily dedicated to the Communications Business in the ordinary course or required for the ongoing operation of the Communications Business, and in all cases regardless of whether any such employee is actively at work as of the date of the Separation or is not actively at work as of the date of the Separation as a result of disability or illness, an approved leave of absence (including military leave with reemployment rights under federal law and leave under the Family and Medical Leave Act of 1993), vacation, personal day or similar short- or long-term absence
Newco group	Newco, and each of the subsidiaries of Danaher contemplated to be owned (directly or indirectly) by Newco immediately prior to the Separation Time pursuant to the Plan of Reorganization
Newco Indemnitees	Newco, each member of the Newco group, NetScout (from and after the Separation Time), each of their respective successors and assigns, all persons who are or have been stockholders, directors, partners, managers, managing members, officers, agents or employees of any member of the Newco group (in each case, in their respective capacities as such), and their respective heirs, executors, administrators, successors and assigns
Newco Independent Contractor	Each independent contractor who as of the date of the Separation provides services to Danaher's Tektronix Communications business or Danaher's Arbor Networks business and each independent contractor providing services to Danaher's Fluke Networks Enterprise business who is determined to be either primarily dedicated to the Communications Business in the ordinary course or required for the ongoing operation of the Communications Business
Newco IP	(a) All intellectual property constituting, and all intellectual property rights embodied by, the Newco Products and for which Danaher has (or purports to have, including as a result of the transfers under the Distribution Agreement) ownership rights; and (b) all other material intellectual property rights with respect to which any of the Newco Companies has (or purports to have, including as a result of the transfers under the Distribution Agreement) an ownership interest
Newco operating agreement	The Limited Liability Company Agreement of Potomac Holding LLC, dated as of October 11, 2014 (as may be amended)
Newco Products	Products or services (i) both (x) designated or developed and (y) sold, or (ii) under development and substantially completed, or (iii) manufactured, sold or distributed, in each of the foregoing (i), (ii) and (iii), by or on behalf of the Communications Businesses or Newco Companies as of October 12, 2014, including the products listed in the Danaher disclosure letter to the Merger Agreement

Newco Shared Contract	Any contract primarily relating to the Communications Business that also relates to any business or business function of the Danaher group to which Danaher, Newco or any member of their respective groups is a party or by which any of their respective assets is bound
New York City time	Local time in the City of New York
NYSE	The New York Stock Exchange

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Abbreviation/Term	Description
Operating Profit	The earnings before income taxes of the Communications Business, taken as a whole, for the fiscal year ended December 31, 2013, calculated in a manner consistent with GAAP consistently applied but before (1) impairment of intangible assets, (2) intangible amortization, (3) stock based compensation, (4) corporate allocations and (5) allocations from Fluke Industrial or Tektronix Instruments, calculated in a manner consistent with the schedules to the Merger Agreement
Plan of Reorganization	The plan to allocate and convey to Newco (or the applicable Newco Sub) the Communications Assets, the Communications Liabilities and ownership of the Newco Subs to reach the Newco structure as it will exist immediately prior to the Distribution
The Second Merger	After the First Merger, the merger of Newco with and into Merger Sub II, with Merger Sub II surviving the merger, as contemplated by the Merger Agreement
Securities Act	The Securities Act of 1933, as amended
The Separation	The internal restructuring to separate and consolidate certain assets and liabilities used in the Communications Business under Newco pursuant to the Distribution Agreement
Separation Date	The effective date of the Separation
Separation Time	The effective time of the Separation
The spin-off	The distribution of the remaining Newco common units owned by Danaher on a pro rata basis to Danaher stockholders whose shares of Danaher common stock remain outstanding after consummation of the exchange offer if the exchange offer is not fully subscribed.
Tax Matters Agreement	The Tax Matters Agreement substantially in the form attached as Exhibit A to the Distribution Agreement
Tax Opinion	The tax opinion of Danaher's tax counsel, dated as of the closing date of the Mergers
The Transactions	The Separation, the Distribution, the Mergers and related transactions
Trademark License Agreement	The Trademark License Agreement substantially in the form attached as Exhibit D to the Distribution Agreement
Transaction Documents	The Merger Agreement, the Distribution Agreement, the Tax Matters Agreement, the Transition Services Agreement, the Employee Matters Agreement, the Trademark License Agreement, the IP License Agreement, the DBS License Agreement, the Lease Agreement and the Voting Agreement
Transition Services Agreement	The Transition Services Agreement substantially in the form attached as Exhibit B to the Distribution Agreement
Valuation Dates	The last three trading days of the exchange offer period, as it may be voluntarily extended, but not including the last two trading days that are part

	of any Mandatory Extension
Voting Agreement	The Voting Agreement, dated as of October 12, 2014, between Danaher and Anil Singhal
VWAP	Volume-weighted average price

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QUESTIONS AND ANSWERS ABOUT THIS EXCHANGE OFFER AND THE TRANSACTIONS

The following are some of the questions that Danaher stockholders may have, and answers to those questions. These questions and answers, as well as the following summary, are not meant to be a substitute for the information contained in the remainder of this prospectus, and this information is qualified in its entirety by the more detailed descriptions and explanations contained elsewhere in this prospectus. You are urged to read this prospectus in its entirety prior to making any decision.

General Questions and Answers About This Prospectus, The Transactions and Related Timeline

Q: What transactions does this prospectus relate to?

A: On October 12, 2014, NetScout and Danaher agreed to enter into Transactions to effect the transfer of the Communications Business to NetScout. These Transactions provide for the Separation and the Distribution of the Communications Business and the subsequent mergers of (a) Merger Sub with and into Newco, with Newco surviving as a wholly-owned subsidiary of NetScout and (b) Newco with and into Merger Sub II, with Merger Sub II surviving as a wholly-owned subsidiary of NetScout. In order to effect the Separation, the Distribution and the Mergers, Danaher, Newco, NetScout, Merger Sub and Merger Sub II entered into the Merger Agreement and Danaher, Newco and NetScout entered into the Distribution Agreement. In addition, Danaher, Newco, NetScout and certain of their respective affiliates have entered into, or will enter into, various ancillary agreements in connection with the Transactions. These agreements, which are described in greater detail in this prospectus, govern the relationship among Danaher, Newco, NetScout and their respective affiliates after the Separation, the Distribution and the Mergers.

On the closing date of the Mergers, Danaher will distribute Newco common units to its participating stockholders in an exchange offer. If the exchange offer is consummated but is not fully subscribed, Danaher will distribute the remaining Newco common units on a pro rata basis to Danaher stockholders whose shares of Danaher common stock remain outstanding after consummation of the exchange offer. Any Danaher stockholder who validly tenders (and does not properly withdraw) shares of Danaher common stock for Newco common units in the exchange offer will waive, with respect to such shares, their rights to receive, and forfeit any rights to, Newco common units distributed on a pro rata basis to Danaher stockholders in the event the exchange offer is not fully subscribed. If there is a pro rata distribution, the exchange agent will calculate the exact number of Newco common units not exchanged in the exchange offer and to be distributed on a pro rata basis, and the number of shares of NetScout common stock into which the remaining Newco common units will be converted in the First Merger will be transferred to Danaher stockholders (after giving effect to the consummation of the exchange offer) as promptly as practicable thereafter.

Immediately after the Distribution and on the closing date of the Mergers, Merger Sub will merge with and into Newco, whereby the separate corporate existence of Merger Sub will cease and Newco will continue as the surviving company and as a wholly-owned subsidiary of NetScout. Afterwards, Newco will merge with and into Merger Sub II, whereby the separate corporate existence of Newco will cease and Merger Sub II will continue as the surviving company and as a wholly-owned subsidiary of NetScout. After the Mergers, NetScout will own and operate the Communications Business through Merger Sub II and will also continue its current businesses. All shares of NetScout common stock, including those issued in the First Merger, will be listed on NASDAQ under NetScout's current trading symbol NTCT.

Q: What is the Timeline for the Transactions Described Above?

A: Below is a step-by-step list illustrating the material events relating to the Separation, the Distribution and the Mergers. Each of these events is discussed in more detail elsewhere in this prospectus.

1. Step #1 Internal Restructuring; The Separation. Prior to the consummation of the exchange offer, the spin-off (in the event the exchange offer is not fully subscribed) and the First Merger, Danaher will

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convey to Newco or one or more subsidiaries of Newco certain assets and liabilities constituting the Communications Business, including certain subsidiaries of Danaher, and will cause any applicable subsidiary of Newco to convey to Danaher or its designated subsidiary (other than Newco or any of Newco's subsidiaries) its specified excluded assets and excluded liabilities.

2. **Step #2 The Distribution Exchange Offer and Spin-Off.** On the closing date of the Mergers, Danaher will distribute 100% of the Newco common units to Danaher stockholders through an exchange offer followed by, in the event the exchange offer is not fully subscribed, a spin-off distribution. In the exchange offer, Danaher will offer its stockholders the option to exchange all or a portion of their shares of Danaher common stock for Newco common units. In the event the exchange offer is not fully subscribed, Danaher will distribute the remaining Newco common units owned by Danaher on a pro rata basis to Danaher stockholders whose shares of Danaher common stock remain outstanding after consummation of the exchange offer.

3. **Step #3 The Mergers.** In the First Merger, Merger Sub will be merged with and into Newco, with Newco surviving as a wholly-owned subsidiary of NetScout. Immediately thereafter, in the Second Merger, Newco will be merged with and into Merger Sub II, with Merger Sub II surviving as a wholly-owned subsidiary of NetScout. In the First Merger, each outstanding Newco common unit (except Newco common units held by Danaher, Newco, NetScout or Merger Sub) will be converted into the right to receive a number of shares of NetScout common stock equal to (x) 62.5 million shares of NetScout common stock plus the product of (A) 1.46 multiplied by (B) the number of shares of NetScout common stock issued in any acquisition after the date of the Merger Agreement and prior to the effective time of the First Merger, divided by (y) the aggregate number of Newco common units issued and outstanding as of immediately prior to the effective time of the First Merger.

Q: What are Danaher's reasons for pursuing the Transactions described in this prospectus?

A: In reaching its decision to approve the Merger Agreement, the Distribution Agreement and the Transactions, Danaher's board of directors considered a wide variety of factors, including the significant factors listed below, as generally supporting its decision:

the value creation expected to result from combining the Communications Business with NetScout, and the ability of Danaher stockholders to own approximately 59.5% of NetScout on a fully-diluted basis after giving effect to the Transactions and participate in the future upside of the combined company;

the complementary nature of the product and service offerings of the Communications Business and those of NetScout, the combination of which is expected to enhance the offerings of both companies to customers and solidify the position of the combined company as a premier, global communications and data solutions provider;

the resources of the Communications Business outside of the United States, and the opportunities that such resources will present for NetScout's operations to expand to other markets as a result of the Transactions;

the expectation that the Separation, the Distribution and the Mergers generally would result in a tax-efficient disposition of the Communications Business for Danaher and Danaher's stockholders, while a sale of the Communications Business for cash generally would result in a taxable disposition for Danaher;

NetScout's business prospects and expected synergies after giving effect to the proposed acquisition of the Communications Business;

the reports of Danaher's senior management regarding their due diligence review of NetScout's business; and

the review by the board of directors of the structure and terms of the Merger Agreement, the Distribution Agreement and the Transactions, including the parties' representations, warranties and

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covenants, the conditions to their respective obligations and the termination provisions, as well as the likelihood of consummation of the Transactions and the board's evaluation of the likely time period necessary to close the Transactions.

In the course of its deliberations, the Danaher board of directors also considered a variety of risks and other potentially negative factors as set forth in the section entitled "Danaher's Reasons for the Transactions."

Q: What are NetScout's reasons for pursuing the Transactions described in this prospectus?

A: The board of directors of NetScout considered the following factors as generally supporting its decision to approve the Merger Agreement and recommend that NetScout stockholders approve the issuance of shares of NetScout common stock in the First Merger:

Advances Strategic Objectives. The acquisition advances NetScout's strategic objectives of expanding its product portfolio across service assurance and performance analytics, business intelligence and cyber security solutions for communications service providers and large and small enterprises, and government organizations. Consequently, NetScout believes that the acquisition will enhance its ability to create long-term value for its stockholders, including by providing the following benefits:

The acquisition enables NetScout to grow to a combined non-GAAP annual revenue base of more than \$1.2 billion with an expanded range of complementary products, which is expected to position NetScout to drive strong revenue growth and improved profitability over the long term.

The acquisition increases NetScout's scale, operationally and geographically, and broadens its customer base in both the service provider and enterprise markets. The acquisition doubles NetScout's total addressable market to more than \$8 billion.

The acquisition of the Tektronix Communications business provides NetScout with broader access to the service provider market.

The acquired portions of the Fluke Networks Enterprise business allow NetScout to expand into the mid-tier and smaller enterprise market.

The acquisition of Arbor Networks allows NetScout to immediately enter the cyber intelligence and cyber security market.

NetScout will gain complementary, award-winning technologies, capabilities and offerings that can better position it to deliver high-value products and services.

NetScout will expand its geographical footprint outside of North America.

The combined company is expected to have more than 35% of the workforce composed of research and development personnel.

Cost Synergies. NetScout expects to achieve annualized cost synergies within two years from the consummation of the Transactions as a result of increased size, economies of scale, and elimination of redundancies after the Transactions.

Accretive Transaction. NetScout expects the Transactions to be accretive on a non-GAAP basis in the first full year of operations.

Transaction Terms and Other Considerations. The board of directors of NetScout also considered the other facts about the Transactions and combined company, such as the fixed share nature of the merger consideration, that the Merger Agreement and the consideration to be paid by NetScout was the result of extensive arm's-length negotiations, that the Transaction would not require NetScout to deplete cash resources or incur debt, the opinion, dated October 12, 2014, of RBC Capital Markets, LLC (RBC Capital Markets) to NetScout's board of directors as to the fairness, from a financial point of view and as of such date, to NetScout of the merger consideration to be paid by NetScout in the First Merger, the modest changes to NetScout's governance structure and the ability of the board of directors of NetScout, subject to the payment of a termination fee, to withdraw or modify its recommendation to the NetScout stockholders to approve the issuance of the NetScout common stock in the First Merger in certain circumstances.

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Questions and Answers About The Exchange Offer

Q: Who may participate in this Exchange Offer?

A: Any U.S. holders of Danaher common stock during the exchange offer period may participate in this exchange offer. Although Danaher has mailed this prospectus to its stockholders to the extent required by U.S. law, including stockholders located outside the United States, this prospectus is not an offer to buy, sell or exchange and it is not a solicitation of an offer to buy or sell any shares of Danaher common stock, shares of NetScout common stock or Newco common units in any jurisdiction in which such offer, sale or exchange is not permitted. Countries outside the United States generally have their own legal requirements that govern securities offerings made to persons resident in those countries and often impose stringent requirements about the form and content of offers made to the general public. None of Danaher, NetScout or Newco has taken any action under non-U.S. regulations to facilitate a public offer to exchange the shares of Danaher common stock, shares of NetScout common stock or Newco common units outside the United States. Accordingly, the ability of any non-U.S. person to tender shares of Danaher common stock in the exchange offer will depend on whether there is an exemption available under the laws of such person's home country that would permit the person to participate in the exchange offer without the need for Danaher, NetScout or Newco to take any action to facilitate a public offering in that country or otherwise. For example, some countries exempt transactions from the rules governing public offerings if they involve persons who meet certain eligibility requirements relating to their status as sophisticated or professional investors.

Non-U.S. stockholders should consult their advisors in considering whether they may participate in the exchange offer in accordance with the laws of their home countries and, if they do participate, whether there are any restrictions or limitations on transactions in the shares of Danaher common stock, Newco common units or shares of NetScout common stock that may apply in their home countries. None of Danaher, NetScout or Newco can provide any assurance about whether such limitations may exist. See **This Exchange Offer Certain Matters Relating to Non-U.S. Jurisdictions** for additional information about limitations on the exchange offer outside the United States.

Q: How many Newco common units will I receive for each share of Danaher common stock that I tender?

A: This exchange offer is designed to permit you to exchange your shares of Danaher common stock for Newco common units at a price per share equal to a []% discount to the per-share value of NetScout common stock, calculated as set forth in this prospectus. Stated another way, for each \$1.00 of your Danaher common stock accepted in this exchange offer, you will receive approximately \$[] of Newco common units. The value of the Danaher common stock will be based on the calculated per-share value for the Danaher common stock on the NYSE and the value of the Newco common units will be based on the calculated per-share value for NetScout common stock on NASDAQ, in each case determined by reference to the simple arithmetic average of the daily VWAP on each of the Valuation Dates. Please note, however, that:

The number of units you can receive is subject to an upper limit of an aggregate of [] Newco common units for each share of Danaher common stock accepted in this exchange offer. The next question and answer below describes how this limit may impact the value you receive.

This exchange offer does not provide for a minimum exchange ratio. See This Exchange Offer Terms of this Exchange Offer.

Because this exchange offer is subject to proration, Danaher may accept for exchange only a portion of the Danaher common stock tendered by you.

Q: Is there a limit on the number of Newco common units I can receive for each share of Danaher common stock that I tender?

A: The number of units you can receive is subject to an upper limit of [] Newco common units for each share of Danaher common stock accepted in this exchange offer. **If the upper limit is in effect, you may receive**

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less than \$[] of Newco common units for each \$1.00 of Danaher common stock that you tender, and you could receive much less. For example, if the calculated per-share value of Danaher common stock was \$[] (the highest closing price for Danaher common stock on the NYSE during the three-month period prior to commencement of this exchange offer) and the calculated per-unit value of Newco common units was \$[] (the lowest closing price for NetScout common stock on NASDAQ during that three-month period), the value of Newco common units, based on the NetScout common stock price, received for shares of Danaher common stock accepted for exchange would be approximately \$[] for each \$1.00 of Danaher common stock accepted for exchange.

The upper limit would represent a []% discount for Newco common units based on the average of the daily VWAPs of Danaher common stock on the NYSE and NetScout common stock on NASDAQ on [], 2015, [], 2015 and [], 2015 (the last three trading days before the commencement of this exchange offer). Danaher set this upper limit to ensure that an unusual or unexpected drop in the trading price of NetScout common stock, relative to the trading price of Danaher common stock, would not result in an unduly high number of Newco common units being exchanged for each share of Danaher common stock accepted in this exchange offer.

Q: How and when will I know if the upper limit is in effect?

A: Danaher will announce whether the upper limit on the number of shares that can be received for each share of Danaher common stock tendered will be in effect at the expiration of the exchange offer period, through <http://www.danaher.com/netscout> and by press release, no later than 4:30 p.m., New York City time, on the expiration date. If the upper limit is in effect at that time, then the exchange ratio will be fixed at the upper limit and a Mandatory Extension of this exchange offer will be made until 12:00 midnight, New York City time, on the second trading day following the originally contemplated expiration date to permit stockholders to tender or withdraw their Danaher common stock during those days. The daily VWAP and trading prices of Danaher common stock and NetScout common stock during this Mandatory Extension will not, however, affect the upper limit, which will be fixed at []. See This Exchange Offer Terms of this Exchange Offer Extension; Termination; Amendment Mandatory Extension.

Q: How are the calculated per-share values of Danaher common stock and NetScout common stock determined for purposes of calculating the number of Newco common units to be received in this exchange offer?

A: The calculated per-share value of Danaher common stock and NetScout common stock for purposes of this exchange offer will equal the simple arithmetic average of the daily VWAP of Danaher common stock on the NYSE and NetScout common stock on NASDAQ, as the case may be, on each of the Valuation Dates. Danaher will determine such calculations of the per-share values of Danaher common stock and NetScout common stock and such determination will be final.

Q: What is the daily volume-weighted average price or daily VWAP?

A:

The daily volume-weighted average price for Danaher common stock and NetScout common stock will be the volume-weighted average price of Danaher common stock on the NYSE and NetScout common stock on NASDAQ during the period beginning at 9:30 a.m., New York City time (or such other time as is the official open of trading on the NYSE and NASDAQ), and ending at 4:00 p.m., New York City time (or such other time as is the official close of trading on the NYSE and NASDAQ), except that such data will only take into account adjustments made to reported trades included by 4:10 p.m., New York City time. The daily VWAP will be as reported by Bloomberg L.P. displayed under the heading Bloomberg VWAP on the Bloomberg pages DHR UN<Equity>AQR with respect to Danaher common stock and NTCT UN<Equity>AQR with respect to NetScout common stock (or their equivalent successor pages if such pages are not available). The daily VWAPs provided by Bloomberg L.P. may be different from other sources of volume weighted average prices or investors or security holders own calculations of volume weighted average prices.

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Q: Where can I find the daily VWAP of Danaher common stock and NetScout common stock during the exchange offer period?

A: Danaher will maintain a website at <http://www.danaher.com/netscout> that provides the daily VWAP of both Danaher common stock and NetScout common stock, together with indicative exchange ratios, for each day during this exchange offer. During the period of the Valuation Dates, when the values of Danaher common stock and NetScout common stock are calculated for the purposes of this exchange offer, the website will show the indicative exchange ratios based on indicative calculated per-share values calculated by Danaher, which will equal (i) on the first Valuation Date, the intra-day VWAP during the elapsed portion of that day, (ii) on the second Valuation Date, the intra-day VWAP during the elapsed portion of that day averaged with the actual daily VWAP on the first Valuation Date and (iii) on the third Valuation Date, the intra-day VWAP during the elapsed portion of that day averaged with the actual daily VWAP on the first Valuation Date and with the actual daily VWAP on the second Valuation Date. During this period, the indicative exchange ratios and calculated per-share values will be updated at 10:30 a.m., 1:30 p.m. and no later than 4:30 p.m., New York City time.

Q: Why is the calculated per-share value for Newco common units based on the trading prices for NetScout common stock?

A: There is currently no trading market for Newco common units and no such trading market will be established in the future. Danaher believes, however, that the trading prices for NetScout common stock are an appropriate proxy for the trading prices of Newco common units because (i) in the First Merger, each outstanding Newco common unit (except Newco common units held by Danaher, Newco, NetScout or Merger Sub) will be converted into the right to receive a number of fully paid and nonassessable shares of NetScout common stock equal to (x) 62.5 million shares of NetScout common stock plus the product of (A) 1.46 multiplied by (B) the number of shares of NetScout common stock issued in any acquisition after the date of the Merger Agreement and prior to the effective time of the First Merger, divided by (y) the aggregate number of Newco common units issued and outstanding as of immediately prior to the effective time of the First Merger, (ii) prior to the consummation of the exchange offer, Newco will authorize the issuance of a number of Newco common units such that the total number of Newco common units outstanding immediately prior to the First Merger will be that number that results in the exchange ratio in the First Merger equaling one and, as a result, each Newco common unit (except Newco common units held by Danaher, Newco, NetScout or Merger Sub) will be converted into one share of NetScout common stock in the First Merger, and (iii) at the Valuation Dates, it is expected that all the major conditions to the consummation of the First Merger will have been satisfied and the First Merger will be expected to be consummated shortly, such that investors should be expected to be valuing NetScout common stock based on the expected value of such NetScout common stock immediately after the Mergers. There can be no assurance, however, that NetScout common stock after the Mergers will trade on the same basis as NetScout common stock trades prior to the Mergers. See Risk Factors Risks Related to the Exchange Offer The trading prices of NetScout common stock may not be an appropriate proxy for the prices of Newco common units.

Q: How and when will I know the final exchange ratio?

A: Subject to the possible Mandatory Extension of this exchange offer described below, the final exchange ratio showing the number of Newco common units that you will receive for each share of Danaher common stock

accepted in this exchange offer will be available at <http://www.danaher.com/netscout> no later than 4:30 p.m., New York City time, on the expiration date and separately announced by press release. In addition, as described below, you may also contact the information agent to obtain these indicative exchange ratios and the final exchange ratio at its toll free number provided on the back cover of this prospectus. Danaher will announce whether the upper limit on the number of shares that can be received for each share of Danaher common stock tendered is in effect at <http://www.danaher.com/netscout> and separately by press release, no later than 4:30 p.m., New York City time, on the expiration date. If the upper limit is in effect at that time, then the exchange ratio will be fixed at the upper limit and a Mandatory Extension until 12:00 midnight, New York

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City time, on the second trading day following the originally contemplated expiration date will be made to permit stockholders to tender or withdraw their Danaher common stock during those days.

Q: Will indicative exchange ratios be provided during the exchange offer period?

A: Yes. Indicative exchange ratios will be available by contacting the information agent at the toll-free number provided on the back cover of this prospectus and at <http://www.danaher.com/netscout> on each trading day during the exchange offer period, calculated as though that day were the expiration date of this exchange offer. The indicative exchange ratio will also reflect whether the upper limit on the exchange ratio, described above, would have been in effect. During the period of the Valuation Dates, when the per-share values of Danaher common stock and per-unit values of Newco common units are calculated for the purposes of this exchange offer, the website will show the indicative exchange ratios based on indicative calculated per-share and per-unit values which will equal (i) on the first Valuation Date, the intra-day VWAP during the elapsed portion of that day, (ii) on the second Valuation Date, the intra-day VWAP during the elapsed portion of that day averaged with the actual daily VWAP on the first Valuation Date and (iii) on the third Valuation Date, the intra-day VWAP during the elapsed portion of that day averaged with the actual daily VWAP on the first Valuation Date and with the actual daily VWAP on the second Valuation Date.

In addition, for purposes of illustration, a table that indicates the number of Newco common units that you would receive per share of Danaher common stock, calculated on the basis described above and taking into account the upper limit, assuming a range of averages of the daily VWAP of Danaher common stock and NetScout common stock on the Valuation Dates, is provided under *This Exchange Offer Terms of this Exchange Offer*.

Q: What if Danaher common stock or NetScout common stock does not trade on any of the Valuation Dates?

A: If a market disruption event occurs with respect to Danaher common stock or NetScout common stock on any of the Valuation Dates, the calculated per-share value of Danaher common stock and per-unit value of Newco common units will be determined using the daily VWAP of shares of Danaher common stock and shares of NetScout common stock on the preceding trading day or days, as the case may be, on which no market disruption event occurred with respect to either Danaher common stock and NetScout common stock. If, however, a market disruption event occurs as specified above, Danaher may terminate or extend this exchange offer if, in its reasonable judgment, the market disruption event has impaired the benefits of this exchange offer to Danaher. For specific information as to what would constitute a market disruption event, see *This Exchange Offer Conditions for Consummation of this Exchange Offer*.

Q: Are there circumstances under which I would receive fewer Newco common units than I would have received if the exchange ratio were determined using the closing prices of Danaher common stock and NetScout common stock on the expiration date of this exchange offer?

A: Yes. For example, if the trading price of Danaher common stock were to increase during the period of the Valuation Dates or after the date the exchange ratio is set, the calculated per-share value of Danaher common stock would likely be lower than the closing price of Danaher common stock on the expiration date of this

exchange offer. As a result, you may receive fewer Newco common units for each \$1.00 of Danaher common stock than you would have if that per-share value were calculated on the basis of the closing price of Danaher common stock on the expiration date. Similarly, if the trading price of NetScout common stock were to decrease during the period of the Valuation Dates or after the date the exchange ratio is set, the calculated per-unit value of Newco common units would likely be higher than the closing price of NetScout common stock on the expiration date. This could also result in you receiving fewer Newco common units for each \$1.00 of Danaher common stock than you would otherwise receive if that per-unit value were calculated on the basis of the closing price of NetScout common stock on the expiration date of this exchange offer. See [This Exchange Offer Terms of this Exchange Offer](#).

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Q: Will fractional shares of NetScout common stock be distributed?

A: Upon consummation of this exchange offer, the exchange offer agent will hold the Newco common units in trust for the holders of Danaher common stock who validly tendered their shares and, in case of a pro rata distribution, for the holders of record of Danaher common stock for the pro rata spin-off distribution (in the event the exchange offer is not fully subscribed). Immediately following the consummation of this exchange offer, and by means of the First Merger, each outstanding Newco common unit (except Newco common units held by Danaher, Newco, NetScout or Merger Sub) will be converted into the right to receive a number of shares of NetScout common stock equal to (x) 62.5 million shares of NetScout common stock plus the product of (A) 1.46 multiplied by (B) the number of shares of NetScout common stock issued in any acquisition after the date of the Merger Agreement and prior to the effective time of the First Merger, divided by (y) the aggregate number of Newco common units issued and outstanding as of immediately prior to the effective time of the First Merger. In this conversion of Newco common units into shares of NetScout common stock, no fractional shares of NetScout common stock will be delivered to holders of Newco common units. Instead, holders of Newco common units who would otherwise be entitled to receive a fractional share of NetScout common stock (after aggregating all fractional shares of NetScout common stock issuable to such holder) will receive in cash the dollar amount (rounded to the nearest whole cent) determined by multiplying such fraction by the closing price of NetScout common stock on NASDAQ on the last business day prior to the effective time of the First Merger. The amount received by such holders of Newco common units will be net of any required withholding taxes.

Q: What is the aggregate number of Newco common units being offered in this exchange offer?

A: In this exchange offer, Danaher is offering to exchange all of the Newco common units held by it. In addition, Newco will authorize the issuance of a number of Newco common units such that the total number of Newco common units immediately prior to the First Merger will be equal to 62.5 million plus the product of 1.46 multiplied by the number of shares of NetScout common stock issued in any acquisition after the date of the Merger Agreement and prior to the effective time of the First Merger. See This Exchange Offer Terms of this Exchange Offer.

Q: What happens if not enough shares of Danaher common stock are tendered to allow Danaher to exchange all of the Newco common units it holds?

A: If this exchange offer is consummated but less than all Newco common units are exchanged because this exchange offer is not fully subscribed, the additional Newco common units owned by Danaher will be distributed in the spin-off on a pro rata basis to the holders of shares of Danaher common stock as of the record date. The record date for the spin-off will be formally announced by press release by Danaher. Any Danaher stockholder who validly tenders (and does not properly withdraw) shares of Danaher common stock for Newco common units in the exchange offer will waive their rights with respect to such shares to receive, and forfeit any rights to, Newco common units distributed on a pro rata basis to Danaher stockholders in the spin-off in the event the exchange offer is not fully subscribed.

Upon the consummation of this exchange offer prior to the effective time of the First Merger, Danaher will deliver to the exchange offer agent, and the exchange offer agent will hold, for the account of the relevant Danaher stockholders, the global certificate(s) representing all of the Newco common units being distributed in this exchange offer and

subsequent spin-off, if any, with instructions to hold the Newco common units in trust for holders of shares of Danaher common stock validly tendered and not withdrawn and holders of shares of Danaher common stock as of the distribution date of a pro rata distribution, if any. The exchange offer agent will calculate the exact number of Newco common units not accepted at the expiration of this exchange offer and to be distributed on a pro rata basis on the date of the spin-off, if any, and that number of Newco common units will be held in trust for the holders of shares of Danaher common stock remaining after the consummation of the exchange offer. See [This Exchange Offer](#) [Distribution of Newco Common Units Remaining After This Exchange Offer](#).

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Q: Will all shares of Danaher common stock that I tender be accepted in this exchange offer?

A: Not necessarily. Depending on the number of shares of Danaher common stock validly tendered in this exchange offer and not properly withdrawn, the calculated per-share value of Danaher common stock and the per-unit value of Newco common units determined as described above, Danaher may have to limit the number of shares of Danaher common stock that it accepts in this exchange offer through a proration process. Any proration of the number of shares accepted in this exchange offer will be determined on the basis of the proration mechanics described under *This Exchange Offer Terms of this Exchange Offer Proration; Odd-Lots*.

An exception to proration can apply to stockholders (other than plan participants in the Danaher Corporation & Subsidiaries Savings Plan or the Danaher Corporation & Subsidiaries Retirement & Savings Plan) who beneficially own odd lots, that is, fewer than 100 shares of Danaher common stock. Such beneficial holders of Danaher common stock who validly tender all of their shares will not be subject to proration.

In all other cases, proration for each tendering stockholder will be based on (i) the proportion that the total number of shares of Danaher common stock to be accepted bears to the total number of shares of Danaher common stock validly tendered and not properly withdrawn and (ii) the number of shares of Danaher common stock validly tendered and not properly withdrawn by that stockholder (and not on that stockholder's aggregate ownership of shares of Danaher common stock). Any shares of Danaher common stock not accepted for exchange as a result of proration will be returned to tendering stockholders promptly after the final proration factor is determined.

Q: Will I be able to sell my Newco common units after this exchange offer is completed?

A: No. There currently is no trading market for Newco common units and no such trading market will be established in the future.

Q: How many shares of Danaher common stock will Danaher accept if this exchange offer is completed?

A: The number of shares of Danaher common stock that will be accepted if this exchange offer is completed will depend on the final exchange ratio, the number of Newco common units offered and the number of shares of Danaher common stock tendered. Assuming this exchange offer is fully subscribed, the largest possible number of shares of Danaher common stock that will be accepted would equal 62,500,000 (the number of Newco common units being offered in this exchange offer, assuming no adjustment as a result of shares being issued in acquisitions by NetScout between the date of the Merger Agreement and the closing date of the Mergers) divided by the final exchange ratio. For example, assuming that the final exchange ratio is [] (the current indicative exchange ratio based on the daily VWAPs of Danaher common stock and NetScout common stock on [], 2015, [], 2015 and [], 2015), then Danaher would accept up to a total of approximately [] shares of Danaher common stock.

Q: Are there any conditions to Danaher's obligation to complete this exchange offer?

A: Yes. This exchange offer is subject to various conditions listed under This Exchange Offer Conditions for Consummation of this Exchange Offer. If any of these conditions are not satisfied or waived prior to the expiration of this exchange offer, Danaher will not be required to accept shares for exchange and may extend or terminate this exchange offer.

Danaher may waive any of the conditions to this exchange offer prior to the expiration of this exchange offer. For a description of the material conditions precedent to this exchange offer, including satisfaction or waiver of the conditions to the Transactions, the receipt of NetScout stockholder approval of the issuance of shares of NetScout common stock in connection with the First Merger, and other conditions, see This Exchange Offer Conditions for Consummation of this Exchange Offer. Newco has no right to waive any of the conditions to this exchange offer. NetScout has no right to waive any of the conditions to this exchange offer (other than certain conditions relating to the other transactions).

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Q: When does this exchange offer expire?

A: The period during which you are permitted to tender your shares of Danaher common stock in this exchange offer will expire at 12:00 midnight, New York City time, on [], 2015, unless Danaher extends this exchange offer. See This Exchange Offer Terms of this Exchange Offer Extension; Termination; Amendment.

Q: Can this exchange offer be extended and under what circumstances?

A: Yes. Subject to its compliance with the Merger Agreement, Danaher can extend this exchange offer, in its sole discretion, at any time and from time to time. For instance, this exchange offer may be extended if any of the conditions for consummation of this exchange offer listed under This Exchange Offer Conditions for Consummation of this Exchange Offer are not satisfied or waived prior to the expiration of this exchange offer. In case of an extension of this exchange offer, Danaher will publicly announce the extension by press release no later than 9:00 a.m., New York City time, on the next business day following the previously scheduled expiration date. In addition, if the upper limit on the number of shares that can be received for each share of Danaher common stock tendered is in effect at the expiration of the exchange offer period, then the exchange ratio will be fixed at the upper limit and a Mandatory Extension of this exchange offer will be made until 12:00 midnight, New York City time, on the second trading day following the originally contemplated expiration date to permit stockholders to tender or withdraw their Danaher common stock during that period.

Q: How do I participate in this exchange offer?

A: The procedures you must follow to participate in this exchange offer will depend on whether you hold your shares of Danaher common stock in certificated form, through a bank or trust company or broker, as a participant in the Danaher Corporation & Subsidiaries Savings Plan or the Danaher Corporation & Subsidiaries Retirement & Savings Plan, or if your shares of Danaher common stock are held in book-entry via the Direct Registration System (DRS). For specific instructions about how to participate, see This Exchange Offer Terms of this Exchange Offer Procedures for Tendering.

Q: What if I participate in the Danaher Stock Fund through the Danaher Corporation & Subsidiaries Savings Plan or the Danaher Corporation & Subsidiaries Retirement & Savings Plan?

A: If you hold shares of Danaher common stock in your account under the Danaher Corporation & Subsidiaries Savings Plan or the Danaher Corporation & Subsidiaries Retirement & Savings Plan, you can elect to either keep your shares of Danaher common stock or exchange some or all of your shares of Danaher common stock for Newco common units in the exchange offer. You will receive instructions from the applicable plan record keeper via letter or email informing you how to make an election and the deadline for making an election. If you do not make an active election prior to the applicable deadline, none of the shares of Danaher common stock in your account will be exchanged for Newco common units.

For specific instructions about how to tender the shares of Danaher common stock held in your account, see This Exchange Offer Terms of This Exchange Offer Procedures for Tendering.

If you do not elect to exchange some or all of the shares of Danaher common stock held in your account for Newco common units, you may still receive Newco common units in the spin-off (in the event the exchange offer is not fully subscribed) in respect of the shares of Danaher common stock held in your account. Upon the closing of the Mergers, any Newco common units held in your account will be converted into shares of NetScout common stock.

After the closing of the Mergers, the plan fiduciary responsible for evaluating the propriety of investment options under the applicable plan may conclude that the plan will no longer maintain a NetScout stock fund, in which case you may be required to sell the shares of NetScout common stock held in your account and reallocate the sale proceeds to one or more of the other investment options within the applicable plan.

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Q: How do I tender my shares of Danaher common stock after the final exchange ratio has been determined?

A: If you wish to tender your shares after the final exchange ratio has been determined, you will generally need to do so by means of delivering a notice of guaranteed delivery and complying with the guaranteed delivery procedures described in the section entitled **This Exchange Offer Terms of this Exchange Offer Procedures for Tendering Guaranteed Delivery Procedures**. If you hold shares of Danaher common stock through a broker, dealer, commercial bank, trust company or similar institution, that institution must tender your shares on your behalf.

If your shares of Danaher common stock are held through an institution and you wish to tender your Danaher common stock after The Depository Trust Company has closed, the institution must deliver a notice of guaranteed delivery to the exchange offer agent prior to the expiration of the exchange offer at 12:00 midnight, New York City time, on the expiration date of the exchange offer.

Q: Can I tender only a portion of my shares of Danaher common stock in this exchange offer?

A: Yes. You may tender all, some or none of your shares of Danaher common stock.

Q: What do I do if I want to retain all of my shares of Danaher common stock?

A: If you want to retain all of your shares of Danaher common stock, you do not need to take any action. However, after the consummation of the Transactions, the Communications Business will no longer be owned by Danaher, and as a holder of Danaher common stock you will no longer hold shares in a company that owns the Communications Business (unless the exchange offer is consummated but is not fully subscribed and the remaining Newco common units are distributed on a pro rata basis to Danaher stockholders whose shares of Danaher common stock remain outstanding after consummation of the exchange offer).

Q: Can I change my mind after I tender my shares of Danaher common stock and before the exchange offer expires?

A: Yes. You may withdraw your tendered shares at any time before this exchange offer expires. See **This Exchange Offer Terms of this Exchange Offer Withdrawal Rights**. If you change your mind again, you can re-tender your shares of Danaher common stock by following the tender procedures again prior to the expiration of this exchange offer.

Q: Will I be able to withdraw the shares of Danaher common stock I tender after the final exchange ratio has been determined?

A:

Yes. The final exchange ratio used to determine the number of Newco common units that you will receive for each share of Danaher common stock accepted in this exchange offer will be announced no later than 4:30 p.m., New York City time, on the expiration date of this exchange offer. You have the right to withdraw shares of Danaher common stock you have tendered at any time before 12:00 midnight, New York City time, on the expiration date. See [This Exchange Offer](#) [Terms of this Exchange Offer](#).

If the upper limit on the number of Newco common units that can be received for each share of Danaher common stock tendered is in effect at the expiration of the exchange offer period, then the exchange ratio will be fixed at the upper limit and a Mandatory Extension of this exchange offer until 12:00 midnight, New York City time, on the second trading day following the originally contemplated expiration date will be made to permit you to tender or withdraw your Danaher common stock during those days, either directly or by acting through a broker, dealer, commercial bank, trust company or similar institution on your behalf.

Q: How do I withdraw my tendered Danaher common stock after the final exchange ratio has been determined?

A: If you are a registered holder of Danaher common stock (which includes persons holding certificated shares and book-entry shares held through DRS) and you wish to withdraw your shares after the final exchange

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ratio has been determined, then you must deliver a written notice of withdrawal or a facsimile transmission notice of withdrawal to the exchange offer agent prior to 12:00 midnight, New York City time, on the expiration date. The information that must be included in that notice is specified under **This Exchange Offer Terms of this Exchange Offer Withdrawal Rights**.

If you hold your shares through a broker, dealer, commercial bank, trust company or similar institution, you should consult that institution on the procedures you must comply with and the time by which such procedures must be completed in order for that institution to provide a written notice of withdrawal or facsimile notice of withdrawal to the exchange offer agent on your behalf before 12:00 midnight, New York City time, on the expiration date. If you hold your shares through such an institution, that institution must deliver the notice of withdrawal with respect to any shares you wish to withdraw. In such a case, as a beneficial owner and not a registered stockholder, you will not be able to provide a notice of withdrawal for such shares directly to the exchange offer agent.

If your shares of Danaher common stock are held through an institution and you wish to withdraw shares of Danaher common stock after The Depository Trust Company has closed, the institution must deliver a written notice of withdrawal to the exchange offer agent prior to 12:00 midnight, New York City time, on the expiration date, in the form of The Depository Trust Company's notice of withdrawal and you must specify the name and number of the account at The Depository Trust Company to be credited with the withdrawn shares and must otherwise comply with The Depository Trust Company's procedures. See **This Exchange Offer Terms of this Exchange Offer Withdrawal Rights Withdrawing Your Shares After the Close of Business on the Expiration Date**.

Q: Are there any material differences between the rights of holders of Danaher common stock and NetScout common stock?

A: Yes. While each of Danaher and NetScout is a Delaware corporation, each is subject to different organizational documents. Holders of Danaher common stock, whose rights are currently governed by Danaher's organizational documents, will, with respect to the shares validly tendered and exchanged immediately following this exchange offer, become stockholders of NetScout and their rights will be governed by NetScout's organizational documents. The material differences between the rights associated with Danaher common stock and NetScout common stock that may affect Danaher stockholders whose shares are accepted for exchange in this exchange offer and who will obtain shares of NetScout common stock in the Mergers, relate to, among other things, classification of the board of directors, removal of directors, taking of stockholder action by written consent, advance notice procedures for stockholder proposals or director nominations, procedures and voting thresholds for amending organizational documents and approval of certain business combinations. For a further discussion of the material differences between the rights of holders of Danaher common stock and NetScout common stock, see the section entitled **Comparison of Rights of Holders of Danaher Common Stock and NetScout Common Stock**. For a more complete description of the characteristics of the combined company's business, see **Information on NetScout NetScout's Business After the Transactions** beginning on page 76.

Q: Are there any appraisal rights for holders of shares of Danaher common stock?

A: There are no appraisal rights available to holders of shares of Danaher common stock in connection with this exchange offer.

Q: What will Danaher do with the shares of Danaher common stock that are tendered, and what is the impact of the exchange offer on Danaher's share count?

A: The shares of Danaher common stock that are tendered in the exchange offer will be held as treasury stock by Danaher. Any shares of Danaher common stock acquired by Danaher in the exchange offer will reduce the total number of shares of Danaher common stock outstanding, although Danaher's actual number of shares outstanding on a given date reflects a variety of factors such as option exercises.

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Q: What will happen to any remaining Newco common units owned by Danaher in the spin-off following the consummation of this exchange offer?

A: In the event that this exchange offer is not fully subscribed, any remaining Newco common units owned by Danaher that are not exchanged in this exchange offer will be distributed on a pro rata basis to Danaher stockholders whose shares of Danaher common stock remain outstanding following the consummation of this exchange offer. Upon the consummation of this exchange offer prior to the effective time of the First Merger, Danaher will deliver to the exchange offer agent, and the exchange offer agent will hold, for the account of the relevant Danaher stockholders, the global certificate(s) representing all of the outstanding Newco common units, pending the consummation of the First Merger. Prior to or at the effective time of the First Merger, NetScout will deposit with the merger exchange agent evidence in book-entry form representing the shares of NetScout common stock issuable in the First Merger. Such shares of NetScout common stock will be delivered promptly following the effectiveness of the First Merger, pursuant to the procedures determined by the exchange offer agent and the merger exchange agent. See *This Exchange Offer* *Terms of this Exchange Offer* *Exchange of Shares of Danaher Common Stock*. If this exchange offer is terminated by Danaher on or prior to the expiration date of this exchange offer without the exchange of shares, but the conditions for consummation of the Transactions have otherwise been satisfied, Danaher intends to distribute all Newco common units owned by Danaher on a pro rata basis to holders of Danaher common stock, with a record date to be announced by Danaher. Such distributed Newco common units will convert to NetScout common stock in the First Merger.

Q: If I tender some or all of my shares of Danaher common stock in this exchange offer, will I receive any Newco common units in the spin-off?

A: Danaher stockholders who validly tender (and do not properly withdraw) shares of Danaher common stock for Newco common units and whose shares are accepted in this exchange offer will waive their rights with respect to such shares to receive, and forfeit any rights to, Newco common units distributed on a pro rata basis to Danaher stockholders in the spin-off (in the event the exchange offer is not fully subscribed). However, in the event any tendered shares are not accepted in this exchange offer for any reason, including in the event of proration if the exchange offer is oversubscribed, or you do not tender all of your shares of Danaher common stock, such shares will be entitled to receive Newco common units in the spin-off.

Questions and Answers About the Transactions

Q: What are the Transactions described in this prospectus?

A: The Transactions are designed to effect the transfer of the Communications Business to NetScout. References to the Transactions are to the Separation, the Distribution, the Mergers and related transactions to be entered into by Danaher, NetScout, Merger Sub, Merger Sub II and Newco, including their respective affiliates, as described under *The Transactions* and elsewhere in this prospectus.

Q: What will happen in the Separation?

A: Prior to the First Merger, certain subsidiaries of Danaher will undergo an internal restructuring to separate and consolidate the Communications Business under Newco pursuant to the Distribution Agreement by and among Danaher, NetScout and Newco. See The Transactions Overview beginning on page 125 and The Transactions The Separation and the Distribution beginning on page 128.

Q: What will happen in the Distribution that occurs prior to the First Merger?

A: After Danaher transfers certain assets and liabilities related to the Communications Business to Newco and its subsidiaries, Danaher will distribute 100% of the Newco common units to Danaher stockholders through an exchange offer followed by, if the exchange offer is not fully subscribed, a spin-off distribution. In the exchange offer, Danaher will offer its stockholders the option to exchange all or a portion of their shares of

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Danaher common stock for all of the Newco common units. If the exchange offer is not fully subscribed, Danaher will distribute the remaining Newco common units owned by Danaher on a pro rata basis to Danaher stockholders whose shares of Danaher common stock remain outstanding after consummation of the exchange offer. The exchange offer agent will hold, for the account of the relevant Danaher stockholders (including those who validly tendered their shares in the exchange offer and for the holders of record of Danaher common stock for the pro rata spin-off distribution), the global certificate representing all of the Newco common units, pending the First Merger. In accordance with the terms of the Merger Agreement, the Newco common units delivered to the exchange offer agent will be converted into NetScout common stock at the effective time of the First Merger. Accordingly, in lieu of delivering Newco common units to Danaher stockholders that are entitled to the Newco common units in the Distribution, the exchange offer agent will distribute to Danaher stockholders shares of NetScout common stock into which the Newco common units will have converted at the time of the First Merger and cash in lieu of fractional shares (if any). See *The Transactions Overview* beginning on page 125 and *The Transactions The Separation and the Distribution* beginning on page 128.

Q: What will happen in the Mergers?

A: Under the Merger Agreement and in accordance with the General Corporation Law of the State of Delaware (*DGCL*) and the Delaware Limited Liability Company Act (*DLLCA*), at the effective time of the First Merger, Merger Sub will merge with and into Newco. As a result of the First Merger, the separate corporate existence of Merger Sub will terminate and Newco will continue as the surviving company and as a wholly-owned subsidiary of NetScout and will succeed to and assume all the rights, powers and privileges and be subject to all of the obligations of Merger Sub in accordance with the *DGCL* and the *DLLCA*. Immediately following the First Merger, Newco will merge with and into Merger Sub II. As a result of the Second Merger, the separate corporate existence of Newco will terminate and Merger Sub II will continue as the surviving company and as a wholly-owned subsidiary of NetScout and will succeed to and assume all the rights, powers and privileges and be subject to all of the obligations of Newco in accordance with the *DLLCA*.

The Merger Agreement provides that, at the effective time of the First Merger, each issued and outstanding Newco common unit (except Newco common units held by Danaher, Newco, NetScout or Merger Sub) will be automatically converted into a number of shares of NetScout common stock equal to (x) 62.5 million shares of NetScout common stock plus the product of (A) 1.46 multiplied by (B) the number of shares of NetScout common stock issued in any acquisition by NetScout prior to the effective time of the First Merger divided by (y) the aggregate number of Newco common units issued and outstanding immediately prior to the effective time of the First Merger. Prior to the consummation of the exchange offer, Newco will authorize the issuance of a number of Newco common units such that the total number of Newco common units outstanding immediately prior to the First Merger will be that number that results in the exchange ratio in the First Merger equaling one and, as a result, each Newco common unit (except Newco common units held by Danaher, Newco, NetScout or Merger Sub) will be converted into one share of NetScout common stock in the First Merger. The calculation of the merger consideration as set forth in the Merger Agreement is expected to result, prior to the elimination of fractional shares, in Newco's members immediately prior to the merger collectively holding approximately 59.5% of the outstanding equity interests of NetScout on a fully-diluted basis immediately following the First Merger and NetScout's stockholders immediately prior to the First Merger collectively holding approximately 40.5% of such equity interests on a fully-diluted basis.

No fractional shares of NetScout common stock will be issued pursuant to the First Merger. Any holder of Newco common units who would otherwise be entitled to receive a fraction of a share of NetScout common stock (after aggregating all fractional shares issuable to such holder) shall, in lieu of such fraction of a share, be paid in cash the dollar amount (rounded to the nearest whole cent), after deducting any required withholding taxes, on a pro rata basis,

without interest, determined by multiplying such fraction by the closing price of a share of NetScout common stock on NASDAQ on the last business day prior to the closing of the First Merger.

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See The Transactions The Mergers beginning on page 129 and The Transactions Calculation of the Merger Consideration beginning on page 129.

Q: Why will the ownership of NetScout following the first merger between Danaher stockholders and NetScout stockholders be approximately 59.5% and 40.5%, respectively?

A: Immediately after the First Merger, Danaher stockholders will collectively own approximately 59.5% of NetScout common stock on a fully-diluted basis and NetScout stockholders will collectively own approximately 40.5% of NetScout common stock on a fully-diluted basis (subject to adjustment in limited circumstances as provided in the Merger Agreement). The ownership of NetScout following the First Merger was the result of a negotiated value exchange between Danaher and NetScout, which was based upon each party's valuations, prior to the First Merger, of NetScout and the Communications Business. The proposed Transactions are structured as a Reverse Morris Trust acquisition, which is intended to allow a parent company (here, Danaher) to distribute a subsidiary or a business (here, Newco and the Communications Business) in a tax-efficient manner. The first step of such a transaction is the distribution through a dividend (a spin-off), exchange (a split-off) or a combination of a spin-off and split-off of the subsidiary stock to or with the parent company stockholders that is intended to qualify under Section 355 of the Code. The distributed subsidiary then merges with the acquiring third party (here, Merger Sub, a wholly-owned subsidiary of NetScout) in a reorganization that is intended to qualify under Section 368 of the Code. Such a transaction can qualify as tax-free for U.S. federal income tax purposes for the parent company, its stockholders and the acquiring third party's stockholders if the transaction structure meets all applicable requirements, including that the parent company stockholders own more than 50% of the stock of the combined entity immediately after the merger. Therefore, in order to meet all applicable requirements of the Code, Danaher stockholders must own more than 50% of the NetScout common stock outstanding immediately following the First Merger.

Q: What will Danaher stockholders receive in the Transactions?

A: In the exchange offer, Danaher will offer to Danaher stockholders the right to exchange all or a portion of their shares of Danaher common stock for Newco common units. In the event the exchange offer is not fully subscribed, Danaher will distribute in the spin-off the remaining Newco common units owned by Danaher on a pro rata basis to Danaher stockholders whose shares of Danaher common stock remain outstanding after the consummation of the exchange offer. In the First Merger, the Newco common units will be converted into the right to receive NetScout common stock. Thus, each Danaher stockholder will