

NETSCOUT SYSTEMS INC  
Form DEF 14A  
July 28, 2015

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**NETSCOUT SYSTEMS, INC.**

**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
Not Applicable
  - (2) Aggregate number of securities to which transaction applies:  
Not Applicable
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
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(1) Amount previously paid:

Not Applicable

(2) Form, Schedule or Registration Statement No.:

Not Applicable

(3) Filing Party:

Not Applicable

(4) Date Filed:

Not Applicable

July 28, 2015

Dear Stockholder:

You are cordially invited to attend the 2015 Annual Meeting of Stockholders of NetScout Systems, Inc. on Tuesday, September 22, 2015 at NetScout Systems, Inc., 310 Littleton Road, Westford, Massachusetts (the Annual Meeting ). This will be NetScout's first annual meeting of stockholders since completing in July 2015 its \$2.3 billion strategic acquisition of Danaher's communications business, comprising Tektronix Communications, Arbor Networks, and certain parts of Fluke Networks. We believe this transformative acquisition is highly compelling strategically, operationally, and financially, and will create stockholder value well in excess of what NetScout could achieve on its own.

At the Annual Meeting, you will be asked to:

1. elect three directors nominated by our board of directors;
2. approve the amendment and restatement of our 2007 Equity Incentive Plan to increase the number of shares of our common stock authorized for issuance thereunder by 8,500,000 shares and make certain other changes as described in Proposal 2;
3. ratify the selection of PricewaterhouseCoopers LLP as auditors for the fiscal year ending March 31, 2016; and
4. approve, on an advisory basis, the compensation of our named executive officers.

The accompanying proxy statement describes these matters in more detail.

It is important that your shares be voted whether or not you attend the meeting. Please follow the voting instructions on the Notice of Internet Availability of Proxy Materials that you received. If you received a proxy card or voting instruction form, please complete the proxy card or voting instruction form promptly. If your shares are held in a bank or brokerage account, you may be eligible to vote electronically or by telephone please refer to your voting instruction form. If you attend the meeting, you may vote in person even if you have previously returned your vote in accordance with the foregoing. We appreciate your cooperation.

Very truly yours,

Anil K. Singhal

*Chairman, President, and Chief Executive Officer*

**NETSCOUT SYSTEMS, INC.**

**310 Littleton Road**

**Westford, MA 01886**

**NOTICE OF THE 2015 ANNUAL MEETING OF STOCKHOLDERS**

**To be held September 22, 2015**

To the Stockholders of NetScout Systems, Inc.:

The 2015 Annual Meeting of Stockholders of NetScout Systems, Inc. (the Annual Meeting ) will be held on Tuesday, September 22, 2015, at 10:00 a.m. at NetScout Systems, Inc., 310 Littleton Road, Westford, Massachusetts 01886, for the following purposes:

1. To elect three Class I directors nominated by our board of directors to serve for a three-year term or until their successors are elected and qualified.
2. To approve the amendment and restatement of our 2007 Equity Incentive Plan to increase the number of shares of our common stock authorized for issuance thereunder by 8,500,000 shares and make certain other changes as described in Proposal 2.
3. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2016.
4. To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in our proxy statement, in accordance with Securities and Exchange Commission rules.
5. To consider other business properly brought before the meeting or any adjournment.

Stockholders of record at the close of business on July 24, 2015, the record date for determining stockholders entitled to vote at the Annual Meeting, will be entitled to vote at the meeting and any adjournments.

To provide faster access, minimize cost, and reduce waste, we are mailing to most of our stockholders a Notice of Internet Availability of Proxy Materials, or Notice, instead of a paper copy of this proxy statement and our Annual Report to Stockholders for the fiscal year ended March 31, 2015, or the 2015 Annual Report. Stockholders who have requested a paper copy of our proxy materials will continue to receive them by mail. The Notice contains instructions on how to access those documents over the internet and how to request a paper copy of this proxy statement, our 2015 Annual Report, and a form of proxy card or voting instruction card.

All stockholders are cordially invited to attend the meeting in person. However, to assure your representation at the meeting you are urged to complete, sign, date, and return the proxy card mailed or made available to you or vote over the telephone or the internet as instructed in these materials so that your shares can be voted at the Annual Meeting in accordance with your instructions. If your shares are held in a bank or brokerage account, you may be eligible to vote

electronically or by phone please refer to your Notice. If you attend the meeting, you may vote in person even if you have previously returned your vote in accordance with the foregoing.

**Notice regarding the availability of proxy materials for the Annual Meeting to be held on September 22, 2015. Our proxy statement, the proxy card, and NetScout's Annual Report to Stockholders for the fiscal year ended March 31, 2015 are all available free of charge as described in the attached materials.**

By Order of the Board of Directors,

Anil K. Singhal

*Chairman, President, and Chief Executive Officer*

Westford, Massachusetts

July 28, 2015

**NETSCOUT SYSTEMS, INC.**

**310 Littleton Road**

**Westford, MA 01886**

**PROXY STATEMENT**

**July 28, 2015**

**Questions and Answers about these Proxy Materials and Voting**

***What is the purpose of the Annual Meeting?***

The purpose of the Annual Meeting is to:

elect three Class I directors nominated by our Board to serve for a three-year term or until their successors are elected and qualified;

approve the amendment and restatement of the NetScout Systems, Inc. 2007 Equity Incentive Plan ( 2007 Plan ) to increase the number of shares of our common stock authorized for issuance thereunder by 8,500,000 shares and make certain other changes as described in Proposal 2;

ratify the selection of PricewaterhouseCoopers LLP as our an independent registered public accounting firm for the fiscal year ending March 31, 2016;

obtain advisory approval of the compensation of our Named Executive Officers (as defined herein), as disclosed in this proxy statement in accordance with SEC rules; and

conduct other business that properly comes before the Annual Meeting or any adjournment.

***Why did I receive a notice regarding the availability of proxy materials on the internet?***

We intend to mail the Notice of Internet Availability of Proxy Materials, or the Notice, on or about July 28, 2015 to all stockholders of record entitled to vote at the 2015 Annual Meeting of Stockholders of NetScout Systems, Inc., or the Annual Meeting, and will make available the proxy statement and form of proxy to stockholders on such date. Unless the context suggests otherwise, references in this proxy statement to NetScout, the Company, we, us, and our refer to NetScout Systems, Inc. and, where appropriate, its subsidiaries. The matters to be voted on at the Annual Meeting are set forth in the Notice of the Annual Meeting of Stockholders and further described below.

We are providing access to our proxy materials over the internet. Accordingly, we have sent you the Notice because the Board of Directors, or the Board, of NetScout Systems, Inc., a Delaware corporation, is soliciting your proxy to vote at the Annual Meeting, including at any adjournments or postponements of the meeting. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. The proxy materials include the proxy statement, form of proxy, and our Annual Report to

Stockholders for the fiscal year ended March 31, 2015, which contains financial statements for the fiscal year ended March 31, 2015.

You are invited to attend the Annual Meeting on Tuesday, September 22, 2015 at 10:00 a.m. local time at NetScout Systems, Inc., 310 Littleton Road, Westford, Massachusetts 01886.

***How does the Board recommend that I vote?***

The Board recommends that you vote FOR the nominees to our Board, FOR the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2016, FOR approval of the amendment and restatement of the 2007 Plan to increase the number of shares of our common stock authorized for issuance thereunder by 8,500,000 shares and make certain other changes as described in Proposal 2, and FOR approval, on an advisory basis, of the compensation of our Named Executive Officers.

***Will I receive any other proxy materials by mail?***

We may send you a proxy card, along with a second Notice, on or after August 7, 2015.

***Who can vote?***

Stockholders of record as of July 24, 2015, or the Record Date, may vote. As of the Record Date, 102,321,441 shares of our common stock were issued and outstanding. Holders of common stock are entitled to one vote per share on proposals presented at the Annual Meeting.

***What is the difference between holding shares as a stockholder of record and as a beneficial owner?***

If your shares are registered directly in your name with our transfer agent, Computershare Shareowner Services (formerly BNY Mellon Shareowner Services LLC), you are considered a stockholder of record of those shares.

If your shares are held in an account at a bank, broker, or other intermediary, you are not a stockholder of record but instead are a beneficial owner of shares held in street name, in which case the intermediary would be considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your bank, broker, or other intermediary, which we collectively refer to as your Broker, to vote the shares held in your account.

Non-routine matters are matters that may substantially affect stockholder rights, such as mergers, stockholder proposals, and the election of directors. Under securities rules, your Broker is not permitted to vote for non-routine matters without receiving instructions from you.

At the Annual Meeting, the director proposal, equity plan proposal, and the say-on-pay proposal are non-routine, and we therefore encourage you to provide specific voting instructions to your Broker. The only routine matter included in this Proxy Statement is the ratification of our appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2016.

***How do I vote my shares?***

***Stockholder of Record: Shares Registered in Your Name***

If you are a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy over the phone, through the internet, or using a proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting and vote in person even if you have already voted by proxy.

To vote in person, come to the annual meeting and we will give you a ballot when you arrive.

To vote using the proxy card, simply complete, sign and date the proxy card that may be delivered and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.



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To vote over the telephone, dial toll free 1-800-652-8683 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the Notice. Your telephone vote must be received by 11:59 p.m., Eastern Time on September 21, 2015 to be counted.

To vote through the internet, go to [www.edocumentview.com/NTCT](http://www.edocumentview.com/NTCT) to complete an electronic proxy card. You will be asked to provide the company number and control number from the Notice. Your internet vote must be received by 11:59 p.m., Eastern Time on September 21, 2015 to be counted.

*Beneficial Owner: Shares Registered in the Name of Broker or Bank*

If you are a beneficial owner of shares registered in the name of your Broker, you should have received a Notice containing voting instructions from that organization rather than from us. Simply follow the voting instructions in the Notice to ensure that your vote is counted. To vote in person at the Annual Meeting, you must obtain a valid proxy from your Broker.

Our Board named Anil K. Singhal and Jean Bua as attorneys-in-fact in the proxies. If your proxy has been properly executed and returned in time to be counted at the Annual Meeting, the shares represented by your proxy will be voted in accordance with your voting instructions. If you have returned a signed proxy but have not indicated your vote, your proxy will be voted FOR the nominees to our Board, FOR the equity proposal, FOR the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2016, and FOR the advisory approval of the compensation of our Named Executive Officers. Our Board knows of no other matters to be presented at the Annual Meeting. For other matters that may properly come before the Annual Meeting, the attorneys-in-fact will use their judgment in voting your shares.

*May I change or revoke my proxy?*

You may revoke your proxy before it is voted at the Annual Meeting. If you are a stockholder of record, you may do so by (1) filing a written notice of revocation (dated after the original proxy) with the Secretary of NetScout before the vote at the Annual Meeting, (2) completing a later-dated proxy, including by internet or phone, and delivering it to the Secretary of NetScout before the vote at the Annual Meeting, or (3) attending the Annual Meeting and voting in person. You should send any written notice of revocation, to be delivered before the Annual Meeting, to NetScout Systems, Inc., 310 Littleton Road, Westford, MA 01886, Attention: Secretary. If you hold shares through a Broker, you must contact that Broker directly to revoke any prior voting instructions.

*How is a quorum determined?*

A quorum of stockholders is necessary to conduct any business at the Annual Meeting. A quorum will be present if a majority of the outstanding shares of our common stock entitled to vote at the Annual Meeting are present at the meeting in person or represented by proxy. On the Record Date, there were 102,321,441 shares outstanding and entitled to vote.

To determine a quorum, we include votes withheld from any nominee, abstentions, and broker non-votes. Broker non-votes occur when a beneficial owner does not give instructions to the Broker how to vote on matters deemed non-routine. As discussed above, if the beneficial owner does not provide voting instructions, the Broker can still vote the shares with respect to matters that are considered to be routine but not with respect to non-routine matters. Your shares will be counted towards the quorum only if you submit a valid proxy or one is submitted on your behalf by your Broker or if you vote in person at the meeting. If there is no quorum, the meeting may adjourn to another date.

*What vote is required to approve each proposal and how are votes counted?*

**Proposal 1: Election of Directors:** At the Annual Meeting there are three director nominees. The nominees to serve as Class I directors who receive the most votes (also known as a plurality of the votes cast) will be elected. You may vote either FOR the nominee or WITHHOLD your vote from the nominee. Votes that are withheld will not be included in the vote tally for the election of the director. Brokers do not have authority to vote beneficial owners unvoted shares for the election of directors. As a result, any shares not voted by a beneficial owner will be treated as broker non-votes. Such broker non-votes will have no effect on the results of this vote. If the nominee receives a greater number of votes withheld from his or her election than votes for such election, such nominee will submit his or her offer of resignation for consideration by our Nominating and Corporate Governance Committee in accordance

with our majority vote policy as discussed in more detail in the Majority Vote Policy section of this proxy statement.

**Proposal 2: Approval of the Amendment and Restatement of the 2007 Plan to Increase the Number of Shares of our Common Stock Authorized for Issuance Thereunder by 8,500,000 Shares and Make Certain Other Changes as Described in Proposal 2:** The affirmative vote of a majority of the shares present or represented and voting on this proposal is required to approve the amendment and restatement of the 2007 Plan to increase the number of shares of our common stock authorized for issuance thereunder by 8,500,000 shares and make certain other changes as described in Proposal 2. Abstentions will not be counted towards the vote total and will have no effect on the results of this vote. Brokers do not have authority to vote beneficial owners' unvoted shares on this proposal. As a result, any shares not voted by a beneficial owner will be treated as broker non-votes. Such broker non-votes will have no effect on the results of this vote.

**Proposal 3: Ratification of Appointment of Independent Registered Public Accounting Firm:** The affirmative vote of a majority of the shares present or represented and voting on this proposal is required to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2016. Abstentions will not be counted towards the vote total and will have no effect on the results of this vote. Brokers have authority to vote beneficial owners' unvoted shares on this proposal. If a Broker does not exercise this authority, such Broker non-votes will have no effect on the results of this vote. We are not required to obtain the approval of our stockholders to appoint PricewaterhouseCoopers LLP as our independent registered public accounting firm. However, if our stockholders do not ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending March 31, 2016, the Audit Committee of our Board will consider the results of this vote when selecting auditors in the future.

**Proposal 4: Advisory Vote on Executive Compensation:** The affirmative vote of a majority of the shares present or represented and voting on this proposal is required to approve the advisory vote on the compensation of our Named Executive Officers. Abstentions will not be counted towards the vote total and will have no effect on the results of this vote. Brokers do not have authority to vote beneficial owners' unvoted shares on this proposal. As a result, any shares not voted by a beneficial owner will be treated as broker non-votes. Such broker non-votes will have no effect on the results of this vote.

***When are stockholder proposals and director nominations due for next year's annual meeting?***

To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing to our principal executive offices at 310 Littleton Road, Westford, Massachusetts 01886, attention: Secretary and must be received by us no later than March 30, 2016. We suggest that you submit your proposals by registered mail, return receipt requested. Proposals must satisfy the procedures set forth in Rule 14a-8 under the Securities Exchange Act of 1934, as amended, or the Exchange Act.

If you wish to submit a proposal for next year's annual meeting that is not to be included in next year's proxy materials or wish to nominate a director, you must submit such proposal or nomination in writing to our executive offices at 310 Littleton Road, Westford, Massachusetts 01886, attention: Secretary, and such proposal or nomination must be received by us no earlier than the close of business of May 25, 2016 and no later than the close of business of June 24, 2016 and must satisfy the requirements described below under "Stockholder Recommendations for Nominees as Directors and the Proposal of Other Business." If the date of next year's Annual Meeting is advanced by more than 30 days or delayed by more than 60 days after the anniversary of our annual meeting with respect to the year ended March 31, 2015, any stockholder recommendation or proposal must be received by us no earlier than the close of business on the 90th day prior to such advanced or delayed annual meeting date and no later than the close of business on the later of (i) the 60th day prior to such advanced or delayed annual meeting date or (ii) the 10th day following the day on which the first public announcement of the meeting date is first made by us. You are also advised to review our by-laws, which contain additional requirements about advance notice of stockholder proposals and director nominations.



***Householding of Annual Meeting Materials***

Some Brokers may be householding our proxy materials. This means that only one copy of the Notice may have been sent to multiple stockholders in your household. We will deliver a separate copy to you if you call or write us at our principal executive offices, 310 Littleton Road, Westford Massachusetts 01886, Attn: Investor Relations, telephone: (978) 614-4000. If you want to receive separate copies of the Notice in the future or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your Broker, or you may contact us.

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**PROPOSAL 1**
**ELECTION OF DIRECTORS**

The following table sets forth the current directors and the nominees to be elected at the Annual Meeting:

**Nominee or Director's Name and**

<b>Year First Became Director</b>	<b>Positions with NetScout</b>	<b>Year Term Will Expire</b>	<b>Class</b>
<b>Nominees:</b>			
Victor A. DeMarines (2004)	Director	2015	I
Vincent J. Mullarkey (2000)	Director	2015	I
James A. Lico (2015)	Director	2015	I
<b>Continuing Directors:</b>			
Anil K. Singhal (1984)	Chairman, President, and Chief Executive Officer	2016	II
John R. Egan (2000)	Director	2016	II
Robert E. Donahue (2013)	Director	2016	II
Joseph G. Hadzima, Jr. (1998)	Director	2017	III
Christopher Perretta (2014)	Director	2017	III

**The Nominees for Class I Director are Messrs. DeMarines, Mullarkey and Lico**

Messrs. DeMarines, Mullarkey and Lico are Class I directors whose terms expire at the Annual Meeting and who are nominees for re-election for terms that would expire upon the election and qualification of directors at the annual meeting to be held in 2018. Under the Agreement and Plan of Merger and Reorganization, dated October 12, 2014 ( " Merger Agreement " ) by and among the Company, Danaher Corporation ( " Danaher " ) and certain subsidiaries of the Company and Danaher, the Company agreed to appoint to the Company's Board one individual designated by Danaher, effective on the closing date of the merger, which was July 14, 2015. Danaher designated, and the Board elected, James A. Lico as a new director. The Merger Agreement requires that, subject to the Board's fiduciary duties, the Board propose Mr. Lico as a director nominee for election to the Board at the Annual Meeting, to serve until the Company's 2018 meeting of stockholders and until his successor is duly elected and qualified.

**Continuing Directors**

The Board is also composed of three Class II directors, Messrs. Singhal, Egan, and Donahue, whose terms expire in 2016, and two Class III directors, Messrs. Hadzima and Perretta, whose terms expire in 2017.

As of the Record Date, the size of the Board is fixed at eight members. NetScout's by-laws and certificate of incorporation divide the Board into three classes. The members of each class of directors serve for staggered three-year terms.

**Proposal and Recommendation**

Our Board has nominated and recommended that Messrs. DeMarines, Mullarkey, and Lico be re-elected as a Class I directors, to hold office until the annual meeting to be held in the year 2018 or until their successors have been duly elected and qualified or until their earlier resignation or removal.

The Board knows of no reason why the nominee would be unable or unwilling to serve, but if the nominee should be unable or unwilling to serve, the proxies will be voted for the election of such other person for the office of director as the Board may recommend in the place of such nominee. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the nominee named above.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE  
NOMINEES FOR DIRECTOR.**



## PROPOSAL 2

### APPROVAL OF AMENDMENT AND RESTATEMENT OF 2007 PLAN

#### Introduction

The 2007 Plan was originally approved by our stockholders on September 12, 2007. The 2007 Plan was subsequently amended and restated by our Board and such amendment and restatement was approved by our stockholders on September 7, 2011. On July 6, 2015, our Board approved an amendment and restatement of the 2007 Plan, or the Amended 2007 Plan, subject to the approval of our stockholders.

Approval of the Amended 2007 Plan by our stockholders will allow us to continue to grant restricted stock unit, or RSU, awards and other equity awards at levels determined appropriate by our Board or Compensation Committee.

#### Material Changes

Our Board is requesting stockholder approval of the Amended 2007 Plan to make the following material changes:

increase the aggregate number of shares of our common stock authorized for issuance under the Amended 2007 Plan by 8,500,000 shares (from 10,156,693 shares under the 2007 Plan to 18,656,693 shares under the Amended 2007 Plan), subject to adjustment for certain changes in our capitalization; and

extend the term of the Amended 2007 Plan to July 5, 2025 (from September 11, 2017 under the 2007 Plan), which is the date immediately preceding the ten-year anniversary of the date the Amended 2007 Plan was approved by our Board.

#### Why We Are Requesting Additional Shares Now

We compete to attract and retain talented employees and other service providers at all levels, and equity awards, as at many technology companies, are a critical component of our compensation philosophy and our annual compensation structure. Having the ability to grant equity awards is essential for us to be able to attract, motivate and retain a talented workforce. In addition, our recent acquisition of the communications business of Danaher Corporation, or the Danaher Communications Business, was a transformative transaction that has significantly increased our workforce (from approximately 1,000 employees to approximately 3,200 employees) and has resulted in a need to have a sufficient number of shares to provide equity awards to our employees who will help lead us through the integration and our continued growth.

As of July 24, 2015, there were 5,746,585 shares remaining available for grant under the 2007 Plan. If we exhaust our remaining share reserve, we will be limited in our ability to grant equity awards to our new and existing employees, which would significantly hamper our efforts to provide a competitive pay package to such individuals. Therefore, we believe that approval of this Proposal 2 is in the best interest of our stockholders and NetScout.

Our last share increase request for the 2007 Plan, which was approved by our stockholders, was in 2011. We believe that this new share increase request will provide us with a sufficient number of shares to enable us to grant equity awards to our employees, directors, and consultants for approximately three years.

While we recognize that equity awards may have a dilutive impact on existing stockholders, we believe that we have managed our existing share reserve carefully, and that our current level of dilution and burn rate is reasonable and in

line with those of our peer companies, as demonstrated in the tables below.

**Why You Should Vote for the Amended 2007 Plan*****We Manage Our Equity Award Use Carefully and Dilution Is Reasonable***

The following table provides certain additional information regarding our equity incentive program.

	<b>As of July 24, 2015 (Record Date)</b>
Total number of shares of common stock subject to outstanding stock options	0
Total number of shares of common stock subject to outstanding full value awards	1,884,481
Total number of shares of common stock available for grant under the 2007 Plan	5,746,585
Total number of shares of common stock available for grant under other equity incentive plans	0
Total number of shares of common stock outstanding	102,321,441
Per-share closing price of common stock as reported on NASDAQ Global Select Market	\$38.04

***Our Burn Rate Is Reasonable***

The following table provides detailed information regarding the activity related to the 2007 Plan for our last three fiscal years. Our only equity incentive plan is the 2007 Plan.

	<b>Fiscal Year 2013</b>	<b>Fiscal Year 2014</b>	<b>Fiscal Year 2015</b>
Total number of shares of common stock subject to stock options granted	0	0	0
Total number of shares of common stock subject to full value awards granted	764,893	602,359	1,009,770(1)
Weighted-average number of shares of common stock outstanding	41,665,000	41,366,000	41,105,000
Burn Rate	1.8%	1.5%	2.5%

- (1) Includes approximately 200,000 shares that were subject to a Company-wide grant made in recognition of the Company's 30th anniversary. In recognition of the Company's 30th anniversary, each employee received an RSU award of 200 shares, except for Mr. Singhal and except for China-based employees who were given cash equivalents. The anniversary grants are subject to our normal four-year vesting schedule.

***The Amended 2007 Plan Combines Compensation and Corporate Governance Best Practices***

The Amended 2007 Plan includes provisions that are designed to protect our stockholders' interests and to reflect corporate governance best practices, including the following:

***Repricing is not allowed.*** The Amended 2007 Plan prohibits the repricing of outstanding stock options and stock appreciation rights and the cancellation of any outstanding stock options or stock appreciation rights that have an exercise or strike price greater than the then-current fair market value of our common stock in exchange for cash or other awards under the Amended 2007 Plan without prior stockholder approval.

***Stockholder approval is required for additional shares.*** The Amended 2007 Plan does not contain an annual evergreen provision. The Amended 2007 Plan authorizes a fixed number of shares, so that stockholder approval is required to issue any additional shares, allowing our stockholders to have direct input on our equity compensation programs.

***Limit on full value awards.*** The Amended 2007 Plan limits the number of shares available for full value awards (i.e., any award other than a stock option or stock appreciation right with an exercise or strike price of at least 100% of the fair market value of the underlying common stock on the date of grant) by providing that each share issued pursuant to a full value award reduces the number of shares available for grant under the Amended 2007 Plan by two shares. We provide this limit to reflect the greater grant date value of full value award shares as compared to stock options and stock appreciation rights, and we believe this ratio appropriately reflects the difference in value.

***No liberal share counting of appreciation awards.*** The following shares will not become available again for issuance under the Amended 2007 Plan: (i) shares that are reacquired or withheld (or not issued) by us to satisfy the exercise or strike price of an appreciation award (i.e., a stock option or stock appreciation right with an exercise or strike price of at least 100% of the fair market value of the underlying common stock on the date of grant); (ii) shares that are reacquired or withheld (or not issued) by us to satisfy a tax withholding obligation in connection with an appreciation award; and (iii) shares repurchased by us on the open market with the proceeds of the exercise or strike price of an appreciation award.

***No single trigger accelerated vesting upon change in control.*** The Amended 2007 Plan does not provide for any automatic mandatory vesting of awards upon a change in control.

***No liberal change in control definition.*** The definition of an Acquisition in the Amended 2007 Plan requires the consummation of an actual transaction in order for the acquisition provisions in the Amended 2007 Plan to be triggered.

***No discounted stock options or stock appreciation rights.*** All stock options and stock appreciation rights granted under the Amended 2007 Plan must have an exercise or strike price equal to or greater than the fair market value of our common stock on the date the stock option or stock appreciation right is granted.

#### Forecasted Utilization Rates

In evaluating whether to approve the Amended 2007 Plan, our Board reviewed certain forecasts of restricted stock unit awards for grant under the 2007 Plan. Management presented the forecasts below for the periods indicated. As set out below, using assumptions drawn from historic use and including the significant expansion of the number of employees that became part of the Company in connection with the acquisition of the Danaher Communications Business, and applying historic rates of grant to the new employees, the Company's management projects to grant restricted stock unit awards under the 2007 Plan during the current fiscal year such that an insufficient number of shares would remain available under the 2007 Plan for Company-wide grants to eligible employees.

#### Projected Equity Use

(three-year model, with assumptions)

	Year 1 ending March 31, 2016	Year 2 ending March 31, 2017	Year 3 ending March 31, 2018
<b>Shares Available for Grant (as of March 31 of prior year)</b>	<b>5,682,319</b>	<b>2,596,447</b>	<b>-2,570,643</b>
Annual Grants (Non-Danaher Communications Business-Related, i.e., historic NetScout employees)	725,000	761,250	799,313
Danaher Communications Business-Related Grants (i.e., historic Danaher Communications Business employees)	690,200	1,541,110	1,618,166
Other (typically used for new hires, promotions, new employees as part of an acquisition, etc.)	127,736	281,185	334,881
<b>Total Shares Projected to be Granted</b>	<b>1,542,936</b>	<b>2,583,545</b>	<b>2,752,360</b>
Total Share Reserve Reduction (Shares Projected to be Granted x 2)(1)	3,085,872	5,167,090	5,504,720

<b>Remaining Share Reserve</b>	<b>2,596,447</b>	<b>-2,570,643</b>	<b>-8,075,363</b>
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- (1) For purposes of the Total Share Reserve Reduction amounts, the number of shares projected to be granted is multiplied by two because under the terms of the 2007 Plan, each share issued pursuant to a full value award reduces the number of shares available for grant under the 2007 Plan by two shares.

**Note Regarding Forecasts and Forward-Looking Statements**

We do not as a matter of course make public forecasts as to our use of various equity awards due to the unpredictability of the underlying assumptions and estimates. In particular, the forecasts set forth above in this

Proposal 2 include embedded assumptions regarding the public trading price of our common stock and other factors, which we do not control and, as a result, we do not as a matter of practice provide forecasts. In evaluating these forecasts, our Board recognized the high variability inherent in these assumptions.

However, we have included above a summary of these forecasts to give our stockholders access to certain information that was considered by our Board for purposes of evaluating the approval of the Amended 2007 Plan. These forecasts reflect various assumptions regarding our future operations.

The inclusion of the forecasts set forth above should not be regarded as an indication that these forecasts will be predictive of actual future outcomes, and the forecasts should not be relied upon as such. Neither we nor any other person makes any representation to any of our stockholders regarding actual outcomes compared to the information contained in the forecasts set forth above. Although presented with numerical specificity, the forecasts are not fact and reflect numerous assumptions and estimates as to future events made by our management that our management believed were reasonable at the time the forecasts were prepared and other factors such as industry performance and general business, economic, regulatory, market and financial conditions, as well as factors specific to our business, all of which are difficult to predict and many of which are beyond the control of our management. In addition, the utilization forecasts with respect to our equity awards do not take into account any circumstances or events occurring after the date that they were prepared and, accordingly, do not give effect to any changes to our operations or strategy that may be implemented in the future. Accordingly, actual outcomes may be, and likely will be, materially different than those reflected in the forecasts. We do not intend to update or otherwise revise the forecasts to reflect circumstances existing after the date when made or to reflect the occurrence of future events even if any or all of the assumptions underlying the forecasts are shown to be in error. The forecasts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21A of the Securities Exchange Act of 1934, as amended. These statements involve risks and uncertainties that could cause actual outcomes to differ materially from those in the forward-looking statements, including our ability to attract and retain talent, achievement of performance metrics, if any, with respect to certain equity awards, the extent of stock option exercise activity, and others described in our Annual Report on Form 10-K for the fiscal year ended March 31, 2015.

### **Stockholder Approval**

If this Proposal 2 is approved by our stockholders, the Amended 2007 Plan will become effective as of the date of the Annual Meeting. In the event that our stockholders do not approve this Proposal 2, the Amended 2007 Plan will not become effective and the 2007 Plan will continue in its current form.

### **Description of the Amended 2007 Plan**

The material features of the Amended 2007 Plan are described below. The following description of the Amended 2007 Plan is a summary only and is qualified in its entirety by reference to the complete text of the Amended 2007 Plan. Stockholders are urged to read the actual text of the Amended 2007 Plan in its entirety, which is attached to this proxy statement as Appendix A.

*Purpose.* The purpose of the Amended 2007 Plan is to provide restricted stock units, stock, stock options and other equity interests in NetScout to our (including our affiliates ) employees, officers, directors, consultants and advisors.

*Eligibility.* All of our (including our affiliates ) approximately 3,200 employees, four officers, eight directors, and 245 consultants and advisors as of July 24, 2015 are eligible to participate in the Amended 2007 Plan and may receive all types of awards other than incentive stock options, although we have historically not granted any awards to consultants or advisors. Incentive stock options may be granted under the Amended 2007 Plan only to our employees (including officers) and employees of our affiliates.





*Administration.* Our Board has the authority to administer the Amended 2007 Plan. Accordingly, subject to the terms of the Amended 2007 Plan, our Board may grant and amend awards, adopt, amend and repeal rules relating to the Amended 2007 Plan, and interpret and correct the provisions of the Amended 2007 Plan and any award granted under the Amended 2007 Plan. Our Board has delegated its authority to administer the Amended 2007 Plan to our Compensation Committee. Any reference to our Board in this description of the Amended 2007 Plan will be deemed to include our Compensation Committee.

Our Board may also delegate to one or more of our executive officers the power to grant awards and exercise such other powers under the Amended 2007 Plan as determined by our Board, provided that our Board will fix the maximum number of awards to be granted and the maximum number of shares issuable to any participant pursuant to awards granted by such executive officers.

*Repricing; Cancellation and Re-Grant of Awards.* Under the Amended 2007 Plan, (i) the exercise or strike price of a stock option or stock appreciation right may not be reduced, and (ii) no stock option or stock appreciation right that has an exercise or strike price greater than the then-current fair market value of our common stock may be cancelled in exchange for cash or other awards under the Amended 2007 Plan, in each case unless our stockholders have approved such an action within 12 months prior to such an event.

*Shares Subject to the Amended 2007 Plan.* Subject to adjustment for certain changes in our capitalization, the aggregate number of shares of our common stock that may be issued pursuant to the Amended 2007 Plan is 18,656,693 shares, plus any shares that become available for subsequent issuance under the Amended 2007 Plan from time to time pursuant to the terms of the Amended 2007 Plan, as described below, or the Returning Shares.

The number of shares available for issuance under the Amended 2007 Plan will be reduced by (i) one share for each share of our common stock issued pursuant to an appreciation award, (ii) one share for each share of our common stock issued pursuant to a full value award that was granted prior to March 31, 2011 and (iii) two shares for each share of our common stock issued pursuant to a full value award that was granted on or after March 31, 2011.

If any award granted under the Amended 2007 Plan expires or otherwise terminates without all of the shares covered by such award having been issued or is settled in cash, such expiration, termination or settlement will not reduce the number of shares available for issuance under the Amended 2007 Plan. If any shares issued pursuant to an award granted under the Amended 2007 Plan are forfeited back to us because of a failure to vest, then the forfeited shares will again become available for issuance under the Amended 2007 Plan. If a share of our common stock is issued pursuant to a full value award and such share becomes available for issuance under the Amended 2007 Plan in accordance with this paragraph, the number of shares available for issuance under the Amended 2007 Plan will increase by one share with respect to shares that become available for issuance prior to March 31, 2011 and two shares with respect to shares that become available for issuance on or after March 31, 2011. Also, each share reacquired or withheld (or not issued) by us to satisfy tax withholding obligations in connection with any full value award will again become available for issuance under the Amended 2007 Plan and will increase the number of shares available for issuance under the Amended 2007 Plan by one share with respect to shares that become available for issuance prior to March 31, 2011 and two shares with respect to shares that become available for issuance on or after March 31, 2011.

If any shares of our common stock are reacquired or withheld (or not issued) by us to satisfy the exercise or strike price of an appreciation award, the number of shares that are reacquired or withheld (or not issued) will no longer be available for issuance under the Amended 2007 Plan. Any shares reacquired or withheld (or not issued) by us to satisfy tax withholding obligations in connection with an appreciation award will no longer be available for issuance under the Amended 2007 Plan. Any shares repurchased by us on the open market with the proceeds of the exercise or strike price of an appreciation award will not be available for issuance under the Amended 2007 Plan.



In any event, the cumulative number of shares that may be issued under the Amended 2007 Plan will not exceed 18,656,693 shares, plus the Returning Shares. Shares issued under the Amended 2007 Plan may consist in whole or in part of authorized but unissued shares or treasury shares.

*Per-Participant Limit.* Under the Amended 2007 Plan, subject to adjustment for certain changes in our capitalization, no participant may be granted awards during any one fiscal year of the Company with respect to more than 500,000 shares of our common stock.

*Changes to Capital Structure.* In the event of any stock split, stock dividend, recapitalization, reorganization, merger, consolidation, combination, exchange of shares, liquidation, spin-off, split-up, or other similar change in capitalization or event, (i) the number and class of securities available for awards under the Amended 2007 Plan and the per-participant share limit, (ii) the number and class of securities, vesting schedule and exercise price per share subject to each outstanding stock option, (iii) the repurchase price per security subject to repurchase, and (iv) the terms of each other outstanding stock-based award will be adjusted (or substituted awards may be made) by our Board in a proportionate and equitable manner to the extent that such event increases or decreases the actual outstanding shares of our common stock as of immediately prior to such event.

*Restricted Stock and Restricted Stock Unit Awards.* Our Board may grant restricted stock and restricted stock unit awards under the Amended 2007 Plan and establish the applicable terms and conditions for such awards.

*Stock Options.* Our Board may grant stock options under the Amended 2007 Plan in the form of nonqualified stock options or incentive stock options, or ISOs. The exercise price of stock options granted under the Amended 2007 Plan may not be less than 100% of the fair market value of our common stock on the date of grant, provided that the exercise price of any ISO granted to a 10% stockholder (i.e., an employee who, at the time of grant, owns or is deemed to own stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or any of our affiliates) must be at least 110% of the fair market value of our common stock on the date of grant. The term of stock options granted under the Amended 2007 Plan may not exceed ten years from the date of grant, provided that the term of any ISO granted to a 10% stockholder must not exceed five years from the date of grant. Our Board will establish the vesting schedule for stock options and the method of payment for the exercise price, which may include cash, shares, payment through a broker-assisted exercise, a promissory note, or other lawful types of consideration.

*Other Stock-Based Awards.* Our Board may grant other stock-based awards under the Amended 2007 Plan with terms and conditions as determined by our Board, including, without limitation, shares based upon certain conditions, securities convertible into our common stock, stock appreciation rights, phantom stock awards or other stock units. Any stock appreciation rights will have an exercise price not less than 100% of the fair market value of our common stock on the date of grant and will have a maximum term of ten years from the date of grant.

*Transferability and Restrictions.* Awards are generally not transferable other than by will or the laws of descent and distribution unless our Board determines or provides otherwise. Only the participant may exercise a stock option, with limited exceptions. Awards may not be transferred for consideration.

*Acquisition of the Company.* Unless otherwise expressly provided in the applicable award, upon the occurrence of an acquisition (as defined in the Amended 2007 Plan and described below), our Board or the board of directors of the surviving or acquiring entity will, as to outstanding awards, make appropriate provision for the continuation of such awards by the Company or the assumption of such awards by the surviving or acquiring entity and by substituting on an equitable basis for the shares then subject to such awards either (i) the consideration payable with respect to the outstanding shares of our common stock in connection with the acquisition, (ii) shares of stock of the surviving or acquiring entity or (iii) such other securities as the Board



deems appropriate, the fair market value of which will not materially differ from the fair market value of the shares of our common stock subject to such awards immediately preceding the acquisition. In addition to or in lieu of the foregoing, with respect to outstanding stock options, the Board may, upon written notice to the affected optionees, (a) provide that one or more stock options must be exercised, to the extent then exercisable or to become exercisable as a result of the acquisition, within a specified number of days of the date of such notice, at the end of which period such stock options will terminate or (b) terminate one or more stock options in exchange for a cash payment equal to the excess of the fair market value of the shares subject to such stock options (to the extent then exercisable or to become exercisable as a result of the acquisition) over the exercise price of such stock options.

For purposes of the Amended 2007 Plan, an acquisition generally will be deemed to occur upon the consummation of any of the following events: (i) any merger or consolidation after which the voting securities of the Company outstanding immediately prior to such event represent (either by remaining outstanding or by being converted into voting securities of the surviving or acquiring entity) less than 50% of the combined voting power of the voting securities of the Company or such surviving or acquiring entity outstanding immediately after such event; (ii) any sale of all or substantially all of the assets or capital stock of the Company (other than in a spin-off or similar transaction); or (iii) any other acquisition of the business of the Company, as determined by our Board, *provided, however*, that no acquisition (or any analogous term) will be deemed to occur upon announcement or commencement of a tender offer or upon a potential takeover or upon stockholder approval of a merger or other transaction, in each case without a requirement that the acquisition actually occur.

*Amendments, Termination and Term.* Subject to the terms of the Amended 2007 Plan, our Board may amend, modify or terminate any outstanding award granted under the Amended 2007 Plan, provided that the participant's consent to such action will be required unless our Board determines that such action would not materially and adversely affect the participant.

Our Board may also amend, suspend or terminate the Amended 2007 Plan at any time; *provided, however*, that without approval of our stockholders there will be no (i) increase in the total number of shares covered by the Amended 2007 Plan (except upon adjustment for certain changes in our capitalization) or the aggregate number of shares that may be issued to any single person in a period, (ii) change in the class of persons eligible to receive awards under the Amended 2007 Plan, or (iii) other change in the Amended 2007 Plan that requires stockholder approval under applicable law or stock exchange rules.

No awards may be granted under the Amended 2007 Plan after July 5, 2025, but awards previously granted may extend beyond that date.

### ***U.S. Federal Income Tax Consequences***

The following is a summary of the principal United States federal income tax consequences to participants and us with respect to participation in the Amended 2007 Plan. This summary is not intended to be exhaustive and does not discuss the income tax laws of any local, state or foreign jurisdiction in which a participant may reside. The information is based upon current federal income tax rules and therefore is subject to change when those rules change. Because the tax consequences to any participant may depend on his or her particular situation, each participant should consult the participant's tax adviser regarding the federal, state, local and other tax consequences of the grant or exercise of an award or the disposition of stock acquired the Amended 2007 Plan. The Amended 2007 Plan is not qualified under the provisions of Section 401(a) of the Code and is not subject to any of the provisions of the Employee Retirement Income Security Act of 1974. Our ability to realize the benefit of any tax deductions described below depends on our generation of taxable income as well as the requirement of reasonableness, the provisions of Section 162(m) of the Code and the satisfaction of our tax reporting obligations.



### *Nonqualified Stock Options*

Generally, there is no taxation upon the grant of a nonqualified stock option if the stock option is granted with an exercise price equal to the fair market value of the underlying stock on the grant date. Upon exercise, a participant will recognize ordinary income equal to the excess, if any, of the fair market value of the underlying stock on the date of exercise of the stock option over the exercise price. If the participant is employed by us or one of our affiliates, that income will be subject to withholding taxes. The participant's tax basis in those shares will be equal to their fair market value on the date of exercise of the stock option, and the participant's capital gain holding period for those shares will begin on that date.

Subject to the requirement of reasonableness, the provisions of Section 162(m) of the Code and the satisfaction of a tax reporting obligation, we will generally be entitled to a tax deduction equal to the taxable ordinary income realized by the participant.

### *Incentive Stock Options*

The Amended 2007 Plan provides for the grant of stock options that are intended to qualify as incentive stock options, as defined in Section 422 of the Code. Under the Code, a participant generally is not subject to ordinary income tax upon the grant or exercise of an ISO. If the participant holds a share received upon exercise of an ISO for more than two years from the date the stock option was granted and more than one year from the date the stock option was exercised, which is referred to as the required holding period, the difference, if any, between the amount realized on a sale or other taxable disposition of that share and the participant's tax basis in that share will be long-term capital gain or loss.

If, however, a participant disposes of a share acquired upon exercise of an ISO before the end of the required holding period, which is referred to as a disqualifying disposition, the participant generally will recognize ordinary income in the year of the disqualifying disposition equal to the excess, if any, of the fair market value of the share on the date of exercise of the stock option over the exercise price. However, if the sales proceeds are less than the fair market value of the share on the date of exercise of the stock option, the amount of ordinary income recognized by the participant will not exceed the gain, if any, realized on the sale. If the amount realized on a disqualifying disposition exceeds the fair market value of the share on the date of exercise of the stock option, that excess will be short-term or long-term capital gain, depending on whether the holding period for the share exceeds one year.

For purposes of the alternative minimum tax, the amount by which the fair market value of a share of stock acquired upon exercise of an ISO exceeds the exercise price of the stock option generally will be an adjustment included in the participant's alternative minimum taxable income for the year in which the stock option is exercised. If, however, there is a disqualifying disposition of the share in the year in which the stock option is exercised, there will be no adjustment for alternative minimum tax purposes with respect to that share. In computing alternative minimum taxable income, the tax basis of a share acquired upon exercise of an ISO is increased by the amount of the adjustment taken into account with respect to that share for alternative minimum tax purposes in the year the stock option is exercised.

We are not allowed a tax deduction with respect to the grant or exercise of an ISO or the disposition of a share acquired upon exercise of an ISO after the required holding period. If there is a disqualifying disposition of a share, however, we will generally be entitled to a tax deduction equal to the taxable ordinary income realized by the participant, subject to the requirement of reasonableness and the provisions of Section 162(m) of the Code, and provided that either the employee includes that amount in income or we timely satisfy our reporting requirements with respect to that amount.

### *Restricted Stock Awards*

Generally, the recipient of a restricted stock award will recognize ordinary income at the time the stock is received equal to the excess, if any, of the fair market value of the stock received over any amount paid by the



recipient in exchange for the stock. If, however, the stock is not vested when it is received (for example, if the employee is required to work for a period of time in order to have the right to sell the stock), the recipient generally will not recognize income until the stock becomes vested, at which time the recipient will recognize ordinary income equal to the excess, if any, of the fair market value of the stock on the date it becomes vested over any amount paid by the recipient in exchange for the stock. A recipient may, however, file an election with the Internal Revenue Service, within 30 days following his or her receipt of the restricted stock award, to recognize ordinary income, as of the date the recipient receives the award, equal to the excess, if any, of the fair market value of the stock on the date the award is granted over any amount paid by the recipient for the stock.

The recipient's basis for the determination of gain or loss upon the subsequent disposition of shares acquired from a restricted stock award will be the amount paid for such shares plus any ordinary income recognized either when the stock is received or when the stock becomes vested.

Subject to the requirement of reasonableness, the provisions of Section 162(m) of the Code and the satisfaction of a tax reporting obligation, we will generally be entitled to a tax deduction equal to the taxable ordinary income realized by the recipient of the restricted stock award.

#### *Restricted Stock Unit Awards*

Generally, the recipient of a restricted stock unit award structured to comply with the requirements of Section 409A of the Code or an exception to Section 409A of the Code will recognize ordinary income at the time the stock is delivered equal to the excess, if any, of the fair market value of the stock received over any amount paid by the recipient in exchange for the stock. To comply with the requirements of Section 409A of the Code, the stock subject to a restricted stock unit award may generally only be delivered upon one of the following events: a fixed calendar date (or dates), separation from service, death, disability or a change in control. If delivery occurs on another date, unless the restricted stock unit award otherwise complies with or qualifies for an exception to the requirements of Section 409A of the Code, in addition to the tax treatment described above, the recipient will owe an additional 20% federal tax and interest on any taxes owed.

The recipient's basis for the determination of gain or loss upon the subsequent disposition of shares acquired from a restricted stock unit award will be the amount paid for such shares plus any ordinary income recognized when the stock is delivered.

Subject to the requirement of reasonableness, the provisions of Section 162(m) of the Code and the satisfaction of a tax reporting obligation, we will generally be entitled to a tax deduction equal to the taxable ordinary income realized by the recipient of the restricted stock unit award.

#### *Stock Appreciation Rights*

Generally, if a stock appreciation right is granted with an exercise price equal to the fair market value of the underlying stock on the grant date, the recipient will recognize ordinary income equal to the fair market value of the stock or cash received upon such exercise. Subject to the requirement of reasonableness, the provisions of Section 162(m) of the Code, and the satisfaction of a tax reporting obligation, we will generally be entitled to a tax deduction equal to the taxable ordinary income realized by the recipient of the stock appreciation right.

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**New Plan Benefits**

The following table is provided in accordance with Securities and Exchange Commission rules regarding compensation plans subject to stockholder approval and sets forth certain information regarding benefits or amounts that will be received by or allocated to certain individuals under the Amended 2007 Plan.

	<b>Amended 2007 Plan</b>	
<b>Name and Position</b>	<b>Dollar Value</b>	<b>Number of Shares</b>
Anil K. Singhal Chairman, Chief Executive Officer and President	(1)	(1)
Michael Szabados Chief Operating Officer	(1)	(1)
Jean Bua Senior Vice President, Chief Financial Officer and Treasurer	(1)	(1)
John W. Downing Senior Vice President, Worldwide Sales Operations	(1)	(1)