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NAVISITE INC
Form 8-K
January 23, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 22, 2004

NAVISITE, INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 000-27597 | 52-213734 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

400 Minuteman Road
Andover, Massachusetts 01810
(Address of Principal Executive Offices) (Zip Code)

(978) 682-8300
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On January 22, 2004, NaviSite, Inc. ("NaviSite") announced that it has filed a Registration Statement on Form S-2 (333-112087) with the Securities and Exchange Commission (the "Registration Statement") for the public offering of up to 7,300,000 shares of its common stock and 700,000 shares of common stock offered by selling stockholders. NaviSite and a selling stockholder have also granted the underwriters an option to purchase up to an additional 1,200,000 shares to cover over-allotments. A copy of the press release containing the foregoing announcement is attached to this Current Report as Exhibit 99.1 and is incorporated herein by reference.

A copy of the risk factor disclosure as set forth in the Registration Statement is attached to this Current Report as Exhibit 99.2 and is incorporated herein by reference.

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A copy of the disclosure regarding NaviSite's business as set forth in the Registration Statement is attached to this Current Report as Exhibit 99.3 and is incorporated herein by reference.

The following consolidated financial statements of NaviSite as set forth in the Registration Statement are attached to this Current Report as Exhibit 99.4 and are incorporated herein by reference:

Independent Auditors' Report
Consolidated Balance Sheets as of July 31, 2003 and 2002
Consolidated Statements of Operations for the years ended July 31, 2003, 2002 and 2001
Consolidated Statements of Changes in Stockholders' Equity (Deficit) for the years ended July 31, 2003, 2002 and 2001
Consolidated Statements of Cash Flows for the years ended July 31, 2003, 2002, and 2001
Notes to Consolidated Financial Statements
Independent Auditors' Report on Financial Statement Schedule
Financial Statement Schedule -- Valuation and Qualifying Accounts

Unaudited Interim Financial Statements:

Consolidated Balance Sheets as of October 31, 2003 and July 31, 2003
Consolidated Statements of Operations for the three months ended October 31, 2003 and 2002
Consolidated Statements of Cash Flows for the three months ended October 31, 2003 and 2002
Notes to Consolidated Financial Statements

A copy of the Management's Discussion and Analysis of Financial Condition and Results of Operations disclosure as set forth in the Registration Statement is attached to this Current Report as Exhibit 99.5 and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The exhibits listed in the Exhibit Index immediately preceding such exhibits are filed with this report.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NaviSite, Inc.

By: /s/ James W. Pluntze

James W. Pluntze
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: January 22, 2004

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EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| ----- | ----- |
| 23.1 | Consent of KPMG LLP. |
| 99.1 | Press release, dated January 22, 2004. |
| 99.2 | Risk Factors of the Registrant, as of January 22, 2004. |
| 99.3 | Description of Business of the Registrant, as of January 22, 2004. |
| 99.4 | Consolidated Financial Statements of the Registrant. |
| 99.5 | Management's Discussion and Analysis of Financial Condition and Results of Operations of the Registrant for the three months ended October 31, 2003 and 2002, and for the fiscal years ended July 31, 2003, 2002 and 2001. |