

NAVISITE INC  
Form S-8  
July 21, 2004

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As filed with the Securities and Exchange Commission on July 21, 2004

Registration No. 333- \_\_\_\_\_

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**NAVISITE, INC.**

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

**Delaware**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

**52-2137443**

*(I.R.S. Employer  
Identification Number)*

**400 Minuteman Road, Andover,  
Massachusetts**

*(Address of Principal Executive Offices)*

**01810**

*(Zip Code)*

**Amended and Restated 2003  
Stock Incentive Plan, as  
amended**

*(Full Title of the Plan)*

**KENNETH DRAKE**

**General Counsel and Secretary**

**NaviSite, Inc.**

**400 Minuteman Road**

**Andover, Massachusetts 01810**

*(Name and Address of Agent for  
Service)*

**(978) 682-8300**

*(Telephone Number, Including  
Area Code, of Agent for Service)*

Copies to:

**Kevin P. Lanouette, Esq.  
Browne Rosedale & Lanouette LLP  
31 St. James Avenue, Suite 830  
Boston, Massachusetts 02116**

(617) 399-6931

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$.01 par value	3,000,000 shares	\$3.63(1)	\$10,890,000(1)	\$1,379.77

- (1) Estimated solely for the purpose of calculating the registration fee, and based on the average of the high and low prices of the Common Stock on the Nasdaq SmallCap Market on July 19, 2004 in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933.

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EX-23.4 CONSENT OF PRICEWATERHOUSECOOPERS LLP

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STATEMENT OF INCORPORATION BY REFERENCE:

In accordance with General Instruction E to Form S-8, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-111165) filed by the Registrant on December 15, 2003, relating to the Registrant's Amended and Restated 2003 Stock Incentive Plan (the "Plan"), except as to the item set forth below. This Registration Statement provides for the registration of an additional 3,000,000 shares under the Plan.

ITEM 8. EXHIBITS.

A list of the exhibits filed with or incorporated by reference in this Registration Statement is set forth in the Index to Exhibits immediately preceding such exhibits and is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Andover, Commonwealth of Massachusetts on July 21, 2004.

NAVISITE, INC.

By: /s/ Arthur P. Becker

\_\_\_\_\_  
Arthur P. Becker  
Chief Executive Officer and President

POWER OF ATTORNEY

We, the undersigned officers and directors of NaviSite, Inc., hereby severally constitute Arthur P. Becker, John J. Gavin, Jr., and Kenneth Drake, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable NaviSite, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 21, 2004.

<u>Signature</u>	<u>Title</u>
/s/ Andrew Ruhan <hr/> Andrew Ruhan	Chairman of the Board of Directors
/s/ Arthur P. Becker <hr/> Arthur P. Becker	Chief Executive Officer, President and Director (Principal Executive Officer)
/s/ John J. Gavin, Jr. <hr/> John J. Gavin, Jr.	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Gabriel Ruhan <hr/> Gabriel Ruhan	Chief Operating Officer and Director
/s/ James H. Denny <hr/> James H. Denny	Director
/s/ Thomas R. Evans <hr/> Thomas R. Evans	Director
/s/ Larry W. Schwartz <hr/> Larry W. Schwartz	Director

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
4.1	Amended and Restated Certificate of Incorporation is incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 1999 (File No. 000-27597).
4.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation, dated as of January 4, 2003, is incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2003 (File No. 000-27597).
4.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation, dated as of January 7, 2003, is incorporated herein by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2003 (File No. 000-27597).
4.4	Amended and Restated By-Laws is incorporated herein by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 1999 (File No. 000-27597).
4.5	Specimen Certificate of Common Stock, \$.01 par value per share, of the Registrant is incorporated herein by reference to the Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-83501).
5	Opinion of Browne Rosedale & Lanouette LLP.
23.1	Consent of Browne Rosedale & Lanouette LLP (included in Exhibit 5).
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.3	Consent of KPMG LLP.
23.4	Consent of PricewaterhouseCoopers LLP.
24	Power of Attorney (included in the signature pages of this Registration Statement).
99.1	Amended and Restated 2003 Stock Incentive Plan, as amended, is incorporated herein by reference to the Registrant's Preliminary Schedule 14C filed May 14, 2004 (File No. 000-27597).