

Edgar Filing: NAVISITE INC - Form 8-K

NAVISITE INC
Form 8-K
December 13, 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): December 10, 2004

NAVISITE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

000-27597

52-2137343

(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)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01 OTHER EVENTS.

On June 10, 2004, NaviSite, Inc. ("NaviSite") completed the acquisition of substantially all of the assets and liabilities of Surebridge, Inc. ("Surebridge"), pursuant to the terms of an asset purchase agreement.

For purposes of incorporation by reference in filings made pursuant to the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, NaviSite hereby files the unaudited pro forma condensed combined financial information included as exhibit 99.1 hereto.

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ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The Exhibits listed in the Exhibit Index immediately preceding such Exhibits are filed with or incorporated by reference in this report.

SIGNATURES

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

NaviSite, Inc.

By: /s/ John J. Gavin, Jr.

John J. Gavin, Jr.
Chief Financial Officer

Date: December 10, 2004

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EXHIBIT INDEX

Exhibit No.	Description
99.1	Pro forma condensed combined statement of operations for the year ended July 31, 2004 (unaudited).

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border: solid black; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">1.Title of Security

(Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3. Transaction Code (Instr. 8)4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)7. Nature of Indirect Beneficial Ownership (Instr. 4)CodeVAmount(A) or (D)Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount of Shares
Deferred Stock Units ⁽¹⁾	<u>(2)</u>	09/30/2005		A	1,474.2898	<u>(1)</u> <u>(1)</u>	Common Stock, \$.10 par value	1,474.28

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORSCH JAY W ONE COMPUTER ASSOCIATES PLAZA ISLANDIA, NY 11749	X			

Signatures

/s/ Lawrence Egan, by power of attorney
 10/04/2005
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Issued under the 2003 Compensation Plan for Non-Employee Directors and to be settled by issuance of shares of Common Stock either in a lump sum or in installments following termination of service as a director.
- (2) Deferred Stock Units are convertible into Common Stock on a one-for-one basis.
- (3) Under the 2003 Compensation Plan for Non-Employee Directors, the director fees are paid quarterly in Deferred Stock Units except that a director may elect annually to receive up to 50% of the next Plan Year's fees in cash.
- (4) Includes Deferred Stock Units having similar terms issued under the Company's prior compensation plans for non-employee directors and also includes any accrued dividends on such Deferred Stock Units that are payable in additional Deferred Stock Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.