

NAVISITE INC  
Form 8-K  
June 30, 2004

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**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): June 29, 2004

**NAVISITE, INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation)

000-27597  
(Commission File Number)

52-2137343  
(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)

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ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

SIGNATURE

EXHIBIT INDEX

Navisite, Inc., Unaudited Pro Forma Financial Info

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**ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.**

On June 29, 2004, NaviSite, Inc. ( NaviSite ) filed Amendment No. 3 to its Registration Statement on Form S-2 (333-112087) with the Securities and Exchange Commission (as amended, the Registration Statement ) for the public offering of up to 7,300,000 shares of its common stock and 1,700,000 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 1,350,000 shares to cover over-allotments.

The following unaudited pro forma condensed combined financial information of NaviSite as set forth in the Registration Statement is attached to this Current Report as Exhibit 99.1 and is incorporated herein by reference:

Pro Forma Condensed Combined Balance Sheet as of April 30, 2004 (unaudited)

Pro Forma Condensed Combined Statement of Operations for the three months ended April 30, 2004 (unaudited)

Pro Forma Condensed Combined Statement of Operations for the nine months ended April 30, 2004 (unaudited)

Pro Forma Condensed Combined Statement of Operations for the year ended July 31, 2003 (unaudited)

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits.

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

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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/ John J. Gavin, Jr.

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Date: June 30, 2004

John J. Gavin, Jr.  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Pro Forma Condensed Combined Balance Sheet as of April 30, 2004 (unaudited), Pro Forma Condensed Combined Statement of Operations for the three and nine months ended April 30, 2004 (unaudited) and the year ended July 31, 2003 (unaudited).