

INTERNAP NETWORK SERVICES CORP
Form SC 13G/A
February 07, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(AMENDMENT NO. ___5___) (1)

InterNAP Network Services Corporation

(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

45885A102

(CUSIP Number)

December 31, 2002

(Date of Event which requires filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this
Schedule is filed:

/ / Rule 13d-1(b)
/ / Rule 13d-1(c)
/X/ Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak Investment Partners VIII, Limited Partnership
06-1522124

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2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
9,338,585 Shares of Common Stock
- Number of
Shares
Beneficially
Owned by Each
Reporting
Person With:
6. Shared Voting Power
Not applicable
7. Sole Dispositive Power
9,338,585 Shares of Common Stock
8. Shared Dispositive Power
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,338,585 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain
Shares* / /
11. Percent of Class Represented by Amount in Row (9)
5.8%
12. Type of Reporting Person*
PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)
- Oak Associates VIII, LLC
06-1523705
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
Not applicable
- Number of
Shares
Beneficially
Owned by Each
Reporting
Person With:
6. Shared Voting Power
9,338,585 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power

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9,338,585 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,338,585 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
5.8%
12. Type of Reporting Person*
OO-LLC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak VIII Affiliates Fund, Limited Partnership
06-1528836
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
219,605 Shares of Common Stock
- Number of
Shares
Beneficially
Owned by Each
Reporting
Person With:
6. Shared Voting Power
Not applicable
7. Sole Dispositive Power
219,605 Shares of Common Stock
8. Shared Dispositive Power
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person
219,605 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
0.1%
12. Type of Reporting Person*
PN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak VIII Affiliates, LLC
06-1531129
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
Not applicable
6. Shared Voting Power
219,605 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
219,605 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
219,605 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
0.1%
12. Type of Reporting Person*
OO-LLC

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak Investment Partners X, Limited Partnership
06-1601019
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
14,586,478 Shares of Common Stock

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- Number of Shares Beneficially Owned by Each Reporting Person With:
- 6. Shared Voting Power
Not applicable
 - 7. Sole Dispositive Power
14,586,478 Shares of Common Stock
 - 8. Shared Dispositive Power
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person
14,586,478 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
8.3%
12. Type of Reporting Person*
PN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)
- Oak Associates X, LLC
06-1630661
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
Not applicable
- Number of Shares Beneficially Owned by Each Reporting Person With:
- 6. Shared Voting Power
14,586,478 Shares of Common Stock
 - 7. Sole Dispositive Power
Not applicable
 - 8. Shared Dispositive Power
14,586,478 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
14,586,478 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
8.3%

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12. Type of Reporting Person*
OO-LLC

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak X Affiliates Fund, Limited Partnership
06-162220

2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

5. Sole Voting Power
234,165 Shares of Common Stock

Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power
Not applicable

7. Sole Dispositive Power
234,165 Shares of Common Stock

8. Shared Dispositive Power
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person
234,165 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /

11. Percent of Class Represented by Amount in Row (9)
0.1%

12. Type of Reporting Person*
PN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak X Affiliates, LLC
06-1630662

2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/

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3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
Not applicable
- Number of
Shares
Beneficially
Owned by Each
Reporting
Person With:
6. Shared Voting Power
234,165 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
234,165 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
234,165 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain
Shares* / /
11. Percent of Class Represented by Amount in Row (9)
0.1%
12. Type of Reporting Person*
OO-LLC

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak Management Corporation
06-0990851
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
Not applicable
- Number of
Shares
Beneficially
Owned by Each
Reporting
Person With:
6. Shared Voting Power
24,378,833 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
24,378,833 Shares of Common Stock

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9. Aggregate Amount Beneficially Owned by Each Reporting Person
24,378,833 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
13.9%
12. Type of Reporting Person*
CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Bandel L. Carano
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
Not applicable
- Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting Power
24,378,833 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
24,378,833 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
24,378,833 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
13.9%
12. Type of Reporting Person*
IN

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1. Names of Reporting Persons

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I.R.S. Identification Nos. of Above Persons (entities only)

Gerald R. Gallagher

- 2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization
United States

5. Sole Voting Power
Not applicable

Number of Shares Beneficially Owned by Each Reporting Person With: 6. Shared Voting Power
9,558,190 Shares of Common Stock

7. Sole Dispositive Power
Not applicable

8. Shared Dispositive Power
9,558,190 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,558,190 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /

11. Percent of Class Represented by Amount in Row (9)
5.9%

12. Type of Reporting Person*
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Edward F. Glassmeyer

- 2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization
United States

5. Sole Voting Power
Not applicable

Number of Shares Beneficially Owned by Each Reporting Person With: 6. Shared Voting Power
24,378,833 Shares of Common Stock

7. Sole Dispositive Power

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Reporting Person With: Not applicable

8. Shared Dispositive Power
24,378,833 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
24,378,833 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /

11. Percent of Class Represented by Amount in Row (9)
13.9%

12. Type of Reporting Person*
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Fredric W. Harman

2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization
United States

5. Sole Voting Power
103,052

Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power
24,378,833 Shares of Common Stock

7. Sole Dispositive Power
103,052

8. Shared Dispositive Power
24,378,833 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
24,481,885 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /

11. Percent of Class Represented by Amount in Row (9)
14.0%

12. Type of Reporting Person*
IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Ann H. Lamont
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
Not applicable
6. Shared Voting Power
24,378,833 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
24,378,833 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
24,378,833 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
13.9%
12. Type of Reporting Person*
IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

David B. Walrod
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
Not applicable

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- Number of Shares Beneficially Owned by Each Reporting Person With:
- 6. Shared Voting Power
14,820,643 Shares of Common Stock
 - 7. Sole Dispositive Power
Not applicable
 - 8. Shared Dispositive Power
14,820,643 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
14,820,643 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
8.4%
12. Type of Reporting Person*
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13G

Amendment No. 5*
Common Stock Par Value \$0.001
CUSIP No. 45885A102

- ITEM 1(a) NAME OF ISSUER:
InterNAP Network Services Corporation
- ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
601 Union Street, Suite 1000
Seattle, Washington 98101
- ITEM 2(a) NAME OF PERSON FILING:

Oak Investment Partners VIII, Limited Partnership
Oak Associates VIII, LLC
Oak VIII Affiliates Fund, Limited Partnership
Oak VIII Affiliates, LLC
Oak Investment Partners X, Limited Partnership
Oak Associates X, LLC
Oak X Affiliates Fund, Limited Partnership
Oak X Affiliates, LLC
Oak Management Corporation
Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont
David B. Walrod
- ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o Oak Management Corporation

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One Gorham Island
Westport, Connecticut 06880

ITEM 2(c) CITIZENSHIP:

Please refer to Item 4 on each cover sheet for each filing person.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common stock, par value \$0.001 per share.

ITEM 2(e) CUSIP NUMBER: 45885A102

ITEM 3 Not applicable

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ITEM 4 OWNERSHIP.

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons is based upon 160,583,149 shares of Common Stock outstanding as of December 31, 2002, as reported in the Issuer's Amendment to the Quarterly Report on Form 10-Q/A for the fiscal quarter ended September 30, 2002, plus shares issuable upon conversion or exercise of options and warrants to acquire Common Stock and upon the conversion of Series A Preferred Stock as described in the following four paragraphs.

Amounts shown as beneficially owned by each of Oak Investment Partners VIII, Limited Partnership ("Oak Investment VIII"), Oak Associates VIII, LLC, Oak Management Corporation ("Oak Management"), Bandel L. Carano, Gerald R. Gallagher, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont include currently exercisable options to purchase 58,860 shares of Common Stock which may be deemed to be held by Fredric W. Harman on behalf of Oak Investment VIII.

Amounts shown as beneficially owned by each of Oak VIII Affiliates Fund, Limited Partnership ("Oak Affiliates VIII") and Oak VIII Affiliates, LLC, Oak Management, Bandel L. Carano, Gerald R. Gallagher, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont include currently exercisable options to purchase 1,140 shares of Common Stock which may be deemed to be held by Fredric W. Harman on behalf of Oak Affiliates VIII.

Amounts shown as beneficially owned by each of Oak Investment Partners X, Limited Partnership ("Oak Investment X") and Oak Associates X, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include (i) currently exercisable warrants to purchase 2,917,296 shares of Common Stock held by Oak Investment X and (ii) the 11,669,182 shares of Common Stock into which the shares of Series A Preferred Stock held by Oak Investment X may be converted.

Amounts shown as beneficially owned by each of Oak X Affiliates Fund, Limited Partnership ("Oak Affiliates X"), Oak X Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include (i) currently exercisable warrants to purchase 46,833 shares of Common Stock held by Oak Affiliates X and (ii) the 187,332 shares of Common Stock into which the shares of Series A Preferred Stock held by Oak Affiliates X may be converted.

Amounts shown as beneficially owned by Mr. Harman include 94,853 shares of Common Stock held by Mr. Harman and an aggregate of 8,199 shares of Common Stock held in trust for the benefit of Mr. Harman's three minor children. Mr.

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Harman disclaims beneficial ownership of the shares held in trust for his three minor children.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10 CERTIFICATIONS.

Not applicable

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SIGNATURE:

Dated: February 7, 2003

Entities:

Oak Investment Partners VIII, Limited Partnership
Oak Associates VIII, LLC

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Oak VIII Affiliates Fund, Limited Partnership
Oak VIII Affiliates, LLC
Oak Investment Partners X, Limited Partnership
Oak Associates X, LLC
Oak X Affiliates Fund, Limited Partnership
Oak X Affiliates, LLC
Oak Management Corporation

By: /s/ Edward F. Glassmeyer

Edward F. Glassmeyer, as
General Partner or
Managing Member or as
Attorney-in-fact for the
above-listed entities

Individuals:

Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont
David B. Walrod

By: /s/ Edward F. Glassmeyer

Edward F. Glassmeyer,
Individually and as
Attorney-in-fact for the
above-listed individuals

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