

NAVISITE INC  
Form S-8  
March 24, 2006

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As filed with the Securities and Exchange Commission on March 24, 2006

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)  
**Monique Cormier, Esq.**  
**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:*  
**Thomas B. Rosedale, Esq.**  
**BRL Law Group LLC**  
**31 St. James Avenue, Suite 850**  
**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</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>

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		<b>Per Share</b>		
Common Stock, \$.01 par value	4,527,500 shares	\$ 2.12(1)	\$ 9,598,300(1)	\$ 1,027.02

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<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>
	235,000 shares	\$ 1.45(2)	\$ 340,750(2)	\$ 36.46
	61,000 shares	\$ 1.44(2)	\$ 87,840(2)	\$ 9.40
	134,500 shares	\$ 1.44(2)	\$ 193,680(2)	\$ 20.72
	32,000 shares	\$ 1.85(2)	\$ 59,200(2)	\$ 6.33
	10,000 shares	\$ 1.66(2)	\$ 16,600(2)	\$ 1.78
Total:	5,000,000 shares		\$ 10,296,370	\$ 1,101.71

(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 Capital Market on March 17, 2006 in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933.

(2) All of such shares are issuable upon the exercise of outstanding options to purchase the

number of  
shares at the  
exercise price  
listed. Pursuant  
to  
Rule 457(h)(1),  
the aggregate  
offering price  
and the fee have  
been computed  
upon the basis  
of the price at  
which the  
options may be  
exercised.

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Ex-23.2 Consent of KPMG 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 and the Registration Statement on Form S-8 (File No. 333-117545) filed by the Registrant on July 21, 2004, relating to the Registrant's Amended and Restated 2003 Stock Incentive Plan, as amended (the Plan), except as to the item set forth below. This Registration Statement provides for the registration of an additional 5,000,000 shares under the Plan.

**Item 8. Exhibits**

The Exhibit Index immediately preceding the exhibits 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 March 24, 2006.

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 Monique Cormier, 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.

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 March 24, 2006.

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



/s/ Larry W. Schwartz

Director

Larry W. Schwartz

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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 Exhibit 4.1 of the Registrant's Registration Statement on Form S-1 (File No. 333-83501).
5	Opinion of BRL Law Group LLC.
23.1	Consent of BRL Law Group LLC (included in Exhibit 5).
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
24	Power of Attorney (included in the signature pages of this Registration Statement).
99.1	NaviSite, Inc. Amended and Restated 2003 Stock Incentive Plan is incorporated herein by reference to Appendix II to the Registrant's Definitive Schedule 14C filed January 5, 2005 (File No. 000-27597).
99.2	Amendment No. 1 to NaviSite, Inc. Amended and Restated 2003 Stock Incentive Plan is incorporated herein by reference to Appendix II to the Registrant's Definitive Schedule 14C filed January 5, 2005 (File No. 000-27597).
99.3	Amendment No. 2 to NaviSite, Inc. Amended and Restated 2003 Stock Incentive Plan is incorporated herein by reference to Appendix II to the Registrant's Definitive Schedule 14C filed March 14, 2006 (File No. 000-27597).