

NAVISITE INC  
Form 8-K  
October 29, 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): October 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**  
*(Address of principal executive offices)*

**01810**  
*(Zip code)*

*(Registrant's telephone number, including area code):* **(978) 682-8300**

**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 220.425)
  - 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))
-

**Item 8.01 Other Events.**

NaviSite, Inc. ( NaviSite ) hereby provides the following disclosure pursuant to the rules and regulations of the Nasdaq Stock Market, Inc. ( Nasdaq ):

NaviSite is a controlled company as defined in Nasdaq rules because more than 50% of our voting stock is held by Atlantic Investors, LLC. Therefore, we are not subject to certain Nasdaq rules, including those rules that would otherwise require us to have (i) a majority of independent directors on the Board of Directors; (ii) a nominating committee composed solely of independent directors; and (iii) director nominees selected, or recommended for the Board's selection, either by a majority of the independent directors or a nominating committee composed solely of independent directors.

**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.

Date: October 29, 2004

NAVISITE, INC.

/s/ John J. Gavin, Jr.  
John J. Gavin, Jr.  
Chief Financial Officer