

NAVISITE INC
Form S-8 POS
May 02, 2011

Registration No. 333-67786

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 1
TO
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)

52-2137343
(I.R.S. Employer
Identification No.)

400 Minuteman Road
Andover, Massachusetts
(Address of Principal Executive Offices)

01810
(Zip Code)

Nonstatutory Stock Option Agreements
(Full title of the plan)

James W. Pluntze
Chief Financial Officer
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)

With Copies to:
Thomas B. Rosedale, Esq.
BRL Law Group LLC
425 Boylston Street, 3rd Flr.
Boston, Massachusetts 02116
Tel: (617) 399-6931
Fax: (617) 399-6930

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non accelerated filer

Smaller reporting
company

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(Do not check if a smaller
reporting company)

DEREGISTRATION OF UNSOLD SECURITIES

NaviSite, Inc. (the Registrant) is filing this Post-Effective Amendment No. 1 to the registration statement on Form S-8, Registration No. 333-67786, filed on August 17, 2001 (the Registration Statement), to deregister unsold securities of the Registrant offered under the Nonstatutory Stock Option Agreements (collectively, the Plan).

On April 21, 2011, pursuant to the terms of an Agreement and Plan of Merger, dated as of February 1, 2011 (the Merger Agreement), by and among Time Warner Cable Inc. (TWC), Avatar Merger Sub Inc., a wholly-owned subsidiary of TWC (Merger Sub), and the Registrant, TWC completed its acquisition of the Registrant via the merger of Merger Sub with and into the Registrant, with the Registrant continuing as the surviving company in the merger and becoming a wholly owned subsidiary of TWC (the Merger). As a result of the Merger, the Registrant has terminated all offerings of securities pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statement. In accordance with an undertaking made by the Registrant to remove from registration, by means of a post-effective amendment, any securities registered under the Registration Statement that remain unsold at the termination of the offering, the Registrant hereby removes from registration all securities registered under the Registration Statement that remain unsold as of the effective time of the Merger.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Andover, Commonwealth of Massachusetts, on April 29, 2011.

NAVISITE, INC.

By: /s/ James W. Pluntze
Name: James W. Pluntze
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on April 29, 2011.

Signature	Title
/s/ R. Brooks Borcharding R. Brooks Borcharding	President and Chief Executive Officer (Principal Executive Officer)
/s/ James W. Pluntze James W. Pluntze	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Satish Adige Satish Adige	Director

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(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The delay in filing of Mesa Air Group, Inc.'s Form 11-K for the fiscal year ended September 30, 2006, is primarily attributable to its inability to timely gather the required information.

SEC 1344 (03-05) **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
control
number.**

(Attach extra Sheets if Needed)

PART IV OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Brian Gillman
(Name)

(602)
(Area Code)

685-4000
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Mesa Air Group, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 28, 2007

By /s/ Brian S. Gillman