NAVISITE INC
Form 10-Q
June 14, 2002

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 30, 2002

OR

[_] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 0-27597

NAVISITE, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	52-2137343 (I.R.S. Employer Identification No.)
400 Minuteman Road Andover, Massachusetts (Address of principal executive offices)	01810 (Zip Code)

(978) 946-8300
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

As of June 12, 2002 there were 90,123,119 shares outstanding of the registrant's common stock, par value $.01 per share.

NAVISITE, INC.

Form 10-Q for the Quarter ended April 30, 2002

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

NAVISITE, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands, except par value and share value)

	April 30, 2002 (unaudited)	July 200
ASSETS		
Current assets:		
Cash and cash equivalents	$ 27,891	$ 22,
Accounts receivable, less allowance for doubtful accounts of $2,703 and $6,859 at April 30, 2002 and July 31, 2001, respectively	5,102	10,
Due from CMGI and affiliates	3,217	4,
Assets available for sale	3,531	
Prepaid expenses and other current assets	2,374	2,
Total current assets	42,115	39,
Property and equipment, net	55,570	63,
Other assets	3,915	3,
Restricted cash	3,850	5,
Goodwill, net of accumulated amortization of $777 and $631 at April 30, 2002 and July 31, 2001, respectively	237	
Total assets	$ 105,687	$ 112,
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Capital lease obligations, current portion	$ 2,254	$
Due to CMGI	4,993	14,
Due to Sun Microsystems	937	
Accounts payable	1,968	10,
Accrued expenses	15,099	19,
Deferred revenue	1,697	3,
Software vendor payable, current portion	237	
Customer deposits	248	
Total current liabilities	27,433	49,
Software vendor payable, less current portion	-	
Capital lease obligations, less current portion	300	
Convertible notes payable to CMGI, net of discount of $6,018 and $10,227 at April 30, 2002 and July 31, 2001, respectively	3,982	69,
Convertible notes payable to Compaq Financial Services, net of discount of $33,154	21,939	
Total liabilities	53,654	119,
Stockholders' equity (deficit):		
Preferred Stock, $.01 par value, 5,000 shares authorized; no shares issued and outstanding at April 30, 2002 and July 31, 2001, respectively	-	
Common Stock, $.01 par value, 395,000 shares authorized: 90,123 and 61,868 shares issued and outstanding at April 30, 2002 and July 31, 2001, respectively	901	
Additional paid-in capital	339,940	208,

Accumulated deficit	(288,808)	(215,
Total stockholders' equity (deficit)	52,033	(6,
Total liabilities and stockholders' equity (deficit)	$ 105,687	$ 112,

NAVISITE, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

(in thousands, except share and per share data)

	Three months ended April 30,		Nine months en April 30,	
	2002	2001	2002	20
Revenue:				
Revenue	$ 9,113	$ 17,854	$ 34,343	$ 49,
Revenue, related parties	5,604	8,850	15,327	30,
Total revenue	14,717	26,704	49,670	80,
Cost of revenue	14,150	32,945	55,834	98,
Equipment impairment and lease restructuring, net	(3,985)	-	30,600	
Total cost of revenue	10,165	32,945	86,434	98,
Gross profit / (deficit)	4,552	(6,241)	(36,764)	(18,
Operating expenses:				
Product development	1,003	4,143	4,925	10,
Selling and marketing	2,731	7,954	7,869	27,
General and administrative	2,622	8,516	16,543	24,
Restructuring	(2,495)	-	(2,495)	
Total operating expenses	3,861	20,613	26,842	62,
Income / (loss) from operations	691	(26,854)	(63,606)	(80,
Other income (expense):				
Interest income	389	679	721	2,
Interest expense	(3,763)	(2,603)	(10,948)	(5,
Other income (expense), net	639	(6)	670	(
Loss before cumulative effect of change in accounting principle	(2,044)	(28,784)	(73,163)	(83,
Cumulative effect of change in accounting principle	-	-	-	(4,
Net loss	$ (2,044)	$(28,784)	$(73,163)	$(88,
Basic and diluted net loss per common share:				
Before cumulative effect of change in accounting principle	$ (0.02)	$ (0.49)	$ (0.93)	$ (1
Cumulative effect of change in				

accounting principle	-	-	-	(0
Basic and diluted net loss per common share	$ (0.02)	$ (0.49)	$ (0.93)	$ (1
Basic and diluted weighted average number of common shares outstanding	88,749	58,914	78,652	58,

NAVISITE, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

(in thousands)

	Nine months ended April 30,	
	2002	2001
	(in thousands)	
Cash flows from operating activities:		
Net loss	$(73,163)	$(88,074)
Adjustments to reconcile net loss to net cash used for operating activities:		
Depreciation and amortization	15,999	11,435
Provision for bad debts	3,609	8,127
Amortization of deferred compensation	-	1,051
Amortization of beneficial conversion feature to interest expense	3,389	-
Interest on debt paid in stock	3,118	-
Gain on sale of Streaming Media Division assets	(524)	-
(Gain)/Loss on disposal of assets	(157)	120
Equipment impairment and lease restructuring	30,600	-
Amortization of interest related to stock warrants issued with the notes to CMGI	1,172	1,614
Cumulative effect of changes in accounting principle	-	4,295
Changes in operating assets and liabilities:		
Accounts receivable	2,978	(8,180)
Due from CMGI and affiliates	1,145	2,348
Due to CMGI	6,381	7,787
Prepaid expenses and other current assets	(189)	455
Other assets	(379)	-
Accounts payable	(8,373)	1,848
Accrued expenses, deferred revenue and other liabilities	(6,784)	(10,343)
Customer deposits	30	-
Net cash used for operating activities	(21,148)	(67,517)
Cash flows from investing activities:		
Purchases of property and equipment	(3,639)	(24,618)
Proceeds from sale of Streaming Media Division assets	1,600	-
Proceeds from sale of property and equipment	646	13,884

Other assets	(237)	(586)
Restricted cash	1,201	(4,955)
Net cash used for investing activities	(429)	(16,275)
Cash flows from financing activities:		
Issuance of convertible notes payable	30,000	80,000
Proceeds from exercise of stock options and employee stock purchase plan	35	972
Payments of capital lease obligations	(1,165)	(29,626)
Payments under note payable	(937)	-
Payments of software vendor obligations	(679)	(1,446)
Net cash provided by financing activities	27,254	49,900
Net increase/(decrease) in cash	5,677	(33,892)
Cash, beginning of period	22,214	77,947
Cash, end of period	$ 27,891	$ 44,055
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ 2,217	$ 30

NAVISITE, INC.

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Basis of Presentation

The accompanying interim consolidated financial statements have been prepared by NaviSite, Inc. (NaviSite or the Company) in accordance with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. It is suggested that the financial statements be read in conjunction with the audited financial statements and the accompanying notes included in the Company's Form 10-K which was filed with the Securities and Exchange Commission on October 30, 2001.

The information furnished reflects all adjustments, which, in the opinion of management, are of a normal recurring nature and are considered necessary for a fair presentation of results for the interim periods. Such adjustments consist only of normal recurring items. It should also be noted that results for the interim periods are not necessarily indicative of the results expected for the full year or any future period.

The preparation of these interim consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Principles of Consolidation

The accompanying financial statements include the accounts of the Company and its wholly owned subsidiary, ClickHear, Inc. (ClickHear), after elimination of all significant intercompany balances and transactions. On March 21, 2002, the Company sold certain of its Streaming Media Division assets. The Company received proceeds of approximately $1.6 million and recorded a gain on the transaction in the fiscal year 2002 third quarter of approximately $524,000.

3. Cash and Cash Equivalents

Cash equivalents consist of a money market fund that invests in high quality short-term debt obligations, including commercial paper, asset-backed commercial paper, corporate bonds, U.S. government agency obligations, taxable municipal securities and repurchase agreements.

During the first quarter of fiscal 2002, the letter of credit related to the LaJolla, California facility was not renewed and the landlord drew down the related $555,000 of restricted cash.

During the first quarter of fiscal 2002, non-cash financing activities included a $35 million obligation to Compaq Financial Services Corporation, a wholly-owned subsidiary of Compaq Computer Corporation (CFS), incurred for the purchase of equipment previously held under operating lease agreements with a fair value, based on a third-party appraisal, of $9.6 million. Since the fair market value of the equipment purchased was less than the associated obligation, the Company recorded an impairment charge in the first quarter of fiscal 2002 in the amount of $25.4 million. See Note 6.

During the second quarter of fiscal year 2002, non-cash financing activities included the conversion of the $80.0 million face value convertible note payable to CMGI, Inc. (CMGI), including interest of $1.5 million, and $16.2 million of amounts due to CMGI into 24,629,900 shares of the Company's common stock. In addition, 1,003,404 shares of common stock were issued in satisfaction of accrued interest associated with the $65.1 million notes payable to CMGI and CFS.

During the third quarter of fiscal 2002, non-cash financing activities included the issuance of 2,100,444 shares of common stock in satisfaction of accrued interest associated with the $65.1 million notes payable to CMGI and CFS.

4. Property and Equipment

	(unaudited) April 30, 2002	July 31, 2001
	(in thousands)	
Office furniture and equipment	$ 5,657	$ 5,318
Computer equipment	26,198	18,178
Software licenses	16,054	16,657
Leasehold improvements	44,342	45,452
	92,251	85,605
Less: Accumulated depreciation and amortization	(36,681)	(22,195)
	$ 55,570	$ 63,410

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During the second quarter of fiscal year 2002, the Company performed a physical inventory of its customer dedicated equipment. As a result of this inventory, the Company recorded an impairment charge of $1.9 million for obsolete equipment and for equipment no longer on hand and identified certain excess assets not in use. The Company approved a plan whereby the excess assets not in use would be disposed of within twelve months. These assets are classified as assets held for sale on the Company's balance sheet as of April 30, 2002 and have been valued at their estimated fair value less costs to sell. The majority of the assets held for sale were acquired during the first and second quarters of fiscal year 2002 in conjunction with the buyout of equipment previously held under certain operating leases.

In the second quarter of fiscal year 2002, the Company recorded a $3.2 million charge representing the future estimated remaining minimum lease payments related to certain idle equipment held under various operating leases. The equipment had previously been rented to former customers, and upon the loss of the customer, the equipment became idle. Based on the Company's forecasts, the equipment will not be utilized before the related operating leases expire and/or the equipment becomes obsolete.

In the second quarter of fiscal year 2002, the Company evaluated the current and forecasted utilization of its purchased software licenses. As a result of this evaluation, during the second quarter of fiscal year 2002, the Company recorded a $365,000 impairment for software licenses that would not be utilized before the licenses expired and/or became obsolete.

In the second quarter of fiscal year 2002, the Company finalized an agreement with an equipment lessor whereby the Company purchased all equipment previously held under operating lease for $4.3 million. The fair market value of the equipment at the time of purchase was $2.3 million. The $2.0 million difference between the fair market value of the equipment, based on a third-party appraisal, and the purchase price was previously recorded as an asset impairment charge for the three-month period ended October 31, 2001.

In the second quarter of fiscal year 2002, the Company purchased certain equipment with a fair market value of $1.2 million, previously leased by the Company from two equipment vendors under operating lease agreements, for $2.7 million. As the fair market value of the equipment, based on a third-party appraisal, was less than the consideration given, the Company recorded an asset impairment charge for the three-month period ended January 31, 2002 of $408,000.

In the second quarter of fiscal year 2002, the Company modified the payment amounts and terms of certain operating leases with two equipment vendors such that the modified leases qualify as capital leases. One of the resulting capital leases is payable in 24 monthly payments of $38,000, starting in December 2001. The second capital lease has total payments of $2.6 million, of which $1.0 million was paid in the second quarter of fiscal year 2002 and $1.6 million is payable in January 2003. The equipment under both capital leases was capitalized at the fair market value of the equipment at the time of the modification, $1.0 million, which was lower than the present value of the future minimum lease payments based on the Company's estimated incremental borrowing rate of 12%. As the fair market value of the equipment, based on a third-party appraisal, was less than the consideration given, the Company recorded an asset impairment charge for the three-month period ended January 31, 2002 of $1.3 million.

In the third quarter 2002, the Company modified the payment amounts and terms of certain operating leases with a lessor such that the modified leases qualify as capital leases. The resulting capital lease is payable in 28 monthly payments of $4,700 for the first 4 months and $20,400 for the remaining 24 months, starting in April 2002. The equipment under this capital lease was recorded at the estimated fair market value of the equipment at the time of the modification, $116,000, which was lower than the present value of the future minimum lease payments based on the Company's estimated incremental borrowing rate of 12%. As the estimated fair market value of the equipment was less then the consideration given, the Company has recorded an asset impairment charge for the three-month period ended April 30, 2002 of $164,000. In addition to the lease modifications, in March 2002, the Company returned equipment held under certain operating leases with the same lessor and incurred and paid a breakage fee of $397,000.

During the third quarter 2002, the Company evaluated the remaining estimated obligations that were accrued at April 30, 2002 associated with the termination of equipment operating leases with vendors for both active and idle customer equipment. As a result of this analysis, the Company reversed approximately $4.8 million of this accrual to reflect positive experience in negotiating settlements with vendors and other adjustments. This reversal is reflected in the three and nine month periods ended April 30, 2002 as a benefit of approximately $835,000 recorded to cost of revenues and a benefit of approximately $4.0 million recorded to customer equipment and lease restructuring (a separate component of cost of revenues), consistent with the classification of the original charges. As a result of the various lease restructurings and impairments discussed above and in Note 3, the Company has recorded an equipment impairment and lease restructuring charge, net, of $30.6 million for the nine-month period ended April 30, 2002.

5. Accrued Expenses

	(unaudited) April 30, 2002	July 31, 2001
	(in thousands)	
Accrued payroll, benefits and commissions	$ 2,659	$ 2,772
Accrued accounts payable	3,137	3,078
Accrued lease payments	1,812	4,100
Accrued restructuring	310	5,236
Accrued interest	1,600	5
Accrued lease impairment	1,622	1,930
Other	3,959	2,178
	$15,099	$ 19,299

In July 2001, the Company announced a plan, approved by the Board of Directors, to restructure its operations and consolidate its data centers, which resulted in a charge of approximately $8.0 million, of which approximately $5.2 million was accrued for as of July 31, 2001. Of the total restructuring charge, approximately $1.8 million was related to employee termination benefits. The Company terminated 126 employees on July 31, 2001.

The restructuring charge also included approximately $6.2 million of costs related to the closing of the Company's two original data centers. The components of the facility closing costs included approximately $3.8 million of estimated lease obligations associated with restoring the facilities to their original condition, and other contractual obligations to be paid over the term of the respective agreements through 2002, and approximately $2.4 million of write-offs of leasehold improvements, which were recorded as of July 31, 2001.

During the third quarter 2002, the Company was able to favorable renegotiate the facility closing costs. The accrual for estimated restoration costs for the two original data centers was reduced by an aggregate $1.6 million and the accrual for bandwidth termination costs was reduced by $803,000. In addition, $63,000 in severance/employee costs were forfeited by former employees. As a result, the Company reduced accrued restructuring by approximately $2.5 million.

Details of activity in the restructuring accrual for the nine-month period ended April 30, 2002 follows:

	Balance at July 31, 2001	Activity	Adjustments	Balance April 30,
		(in thousands)		
Severance/Employee Costs	$ 1,408	$(1,253)	$ (63)	$ 92
Facility Closing Costs	3,828	(1,179)	(2,431)	218
Total	$ 5,236	$(2,432)	$(2,494)	310

6. Agreements with CMGI and CFS

In connection with an agreement dated October 29, 2001 among the Company, CMGI and CFS, the Company purchased certain equipment with a fair market value of $9.6 million, previously leased by the Company from CFS under operating lease agreements expiring through 2003, in exchange for a note payable in the face amount of approximately $35 million. As the fair market value of the equipment, based on a third-party appraisal, was less than the associated debt obligation, the Company recorded an asset impairment charge in the first quarter of fiscal 2002 of $25.4 million. The Company recorded the assets purchased and associated impairment charge effective August 1, 2001 with a corresponding obligation to CFS. Based on the terms of the $35 million obligation, interest accrues commencing on November 8, 2001. The Company recognized $1.1 million, $1.0 million, and $1.0 million of interest expense for the first, second and third quarters of fiscal 2002, respectively.

On November 8, 2001, in connection with the October 29, 2001 agreement, the Company received $20 million and $10 million in cash from CFS and CMGI, respectively, in exchange for six-year convertible notes payable in the face amounts of $20 million and $10 million to CFS and CMGI, respectively, making the total notes payable issued by the Company to CFS and CMGI approximately $55 million and $10 million, respectively. The notes require payment of interest only, at 12% per annum, for the first three years from the date of issuance and then repayment of principal and interest, on a straight-line basis, over the next three years until maturity on the sixth anniversary of the date of issuance. At the Company's option, the Company may make interest payments (i) 100% in shares of the Company's common stock, in the case of amounts owed to CMGI, through December 2007 and (ii) approximately 16.67% in shares of the Company's common stock, in the case of amounts owed to CFS, through December 2003. The convertible notes payable are secured by substantially all of the assets of the Company and cannot be prepaid.

The principal balances of these notes may be converted into the Company's common stock at the option of the holders at any time prior to or at maturity at a conversion rate of $0.26 per share. The conversion rate of $0.26 results in beneficial conversion rights for both CMGI and CFS. The intrinsic value of the beneficial conversion rights amounted to $6.5 million and $36.0 million for CMGI and CFS, respectively. The value of the beneficial conversion rights are being amortized into interest expense over the life of the convertible notes payable. CMGI also converted its $80 million in aggregate principal outstanding under its existing notes payable as an additional component of interest expense, plus the accrued interest thereon, into approximately 14.7 million shares of the Company's common stock. CMGI also converted approximately $16.2 million in other amounts due by the Company to CMGI into approximately 9.9 million shares of the Company's common stock.

Holders of the convertible notes payable are entitled to both demand and piggyback registration rights, and CFS is entitled to anti-dilution protection under certain circumstances. The agreement with CFS and CMGI also contains certain restrictive covenants, including but not limited to limitations on the issuance of additional debt, the sale of equity securities to affiliates and certain acquisitions and dispositions of assets.

In the third quarter of fiscal year 2002, the Company issued 2,100,444 shares of common stock in satisfaction of accrued interest associated with the $65.1 million notes payable to CMGI and CFS.

7. Revenue Recognition

Effective August 1, 2000, the Company adopted SEC Staff Accounting Bulletin No. 101 - Revenue Recognition in Financial Statements (SAB 101). Under SAB 101, installation fees are recognized over the life of the related customer contract. Prior to fiscal year 2001, the Company recognized installation fees at the time that the installation occurred. The cumulative effect of the change in accounting for installation services on all prior periods resulted in a $4.3 million increase in net loss for the quarter ended October 31, 2000 and is reflected as a cumulative effect of change in accounting principle. For the three and nine-month periods ended April 30, 2001, revenue has been increased by $541,000 and $540,000, respectively, than was previously recognized in the fourth quarter of 2001 in connection with the implementation of SAB 101.

On March 7, 2002, the Company signed an agreement (the "Engage Agreement") with Engage, Inc. ("Engage"), a related party, whereby Engage's contract with the Company was terminated. Pursuant to the Engage Agreement, the Company received cash

payments of $1.2 million in March 2002 and $1.2 million in April 2002 and will receive a cash payment of $1.2 million in July 2002, for a total of $3.6 million. For the three and nine-month periods ended April 30, 2002, Engage, exclusive of the contract termination revenue, represented 0% and 3%, respectively, of the Company's total revenue. As a result of the Engage Agreement, the Company recognized $2.3 million of non-recurring revenue in the third quarter of fiscal year 2002.

8. Legal Matters

On or about June 13, 2001, Stuart Werman and Lynn McFarlane filed a lawsuit against the Company, BancBoston Robertson Stephens, Inc., an underwriter of the Company's initial public offering in October 1999, Joel B. Rosen, the Company's then Chief Executive Officer, and Kenneth W. Hale, the Company's then Chief Financial Officer. The suit was filed in the United States District Court for the Southern District of New York. The suit generally alleges that the defendants violated federal securities laws by not disclosing certain actions allegedly taken by Robertson Stephens in connection with the Company's initial public offering. The suit alleges specifically that Robertson Stephens, in exchange for the allocation to its customers of shares of the Company's common stock sold in the Company's initial public offering, solicited and received from its customers undisclosed commissions on transactions in other securities and required its customers to purchase additional shares of the Company's common stock in the aftermarket at pre-determined prices. The suit seeks unspecified monetary damages and certification of a plaintiff class consisting of all persons who acquired shares of the Company's common stock between October 22, 1999 and December 6, 2000.

On or about June 21, 2001, David Federico filed in the United States District Court for the Southern District of New York a lawsuit against the Company, Mr. Rosen, Mr. Hale, FleetBoston Robertson Stephens, Inc. and other underwriter defendants including J.P. Morgan Chase, First Albany Companies, Inc., Bank of America Securities, LLC, Bear Stearns & Co., Inc., B.T. Alex.Brown, Inc., Chase Securities, Inc., CIBC World Markets, Credit Suisse First Boston Corp., Dain Rauscher, Inc., Deutsche Bank Securities, Inc., The Goldman Sachs Group, Inc., J.P. Morgan & Co., J.P. Morgan Securities, Lehman Brothers, Inc., Merrill Lynch, Pierce, Fenner & Smith, Inc., Morgan Stanley Dean Witter & Co., Robert Fleming, Inc. and Salomon Smith Barney, Inc. The suit generally alleges that the defendants violated the anti-trust laws and the federal securities laws by conspiring and agreeing to raise and increase the compensation received by the underwriter defendants by requiring those who received allocation of initial public offering stock to agree to purchase shares of manipulated securities in the after-market of the initial public offering at escalating price levels designed to inflate the price of the manipulated stock, thus artificially creating an appearance of demand and high prices for that stock, and initial public offering stock in general, leading to further stock offerings. The suit also alleges that the defendants arranged for the underwriter defendants to receive undisclosed and excessive brokerage commissions and that, as a consequence, the underwriter defendants successfully increased investor interest in the manipulated initial public offering securities and increased the underwriter defendants' individual and collective underwritings, compensation and revenues. The suit further alleges that the defendants violated the federal securities laws by issuing and selling securities pursuant to the initial public offering without disclosing to investors that the underwriter defendants in the offering, including the lead underwriters, had solicited and received excessive and undisclosed commissions from certain investors. The suit seeks unspecified monetary damages and certification of a plaintiff class consisting of all persons who acquired shares of the Company's common stock between October 22, 1999 and June 12, 2001.

The Company believes that the allegations are without merit, and it intends to vigorously defend against the plantiffs' claims. As the litigation is in an initial stage, the Company is not able to predict the possible outcome of the suits and their ultimate effect, if any, on its financial condition.

On June 7, 2002, the Company received a letter from the Vice President and General Counsel of Level 3 Communications, LLC (Level 3) alleging that the Company improperly rejected and later cancelled co-location space ordered by the Company pursuant to the General Terms and Conditions for Delivery of Service Agreement, dated as of June 29, 2000, between the Company and Level 3. Level 3 has demanded payment of certain fees relating to the co-location space, including interest on previously invoiced amounts. The Company believes that the allegations are without merit, and it intends to vigorously dispute Level 3's claims. Because this dispute is in an early stage, the Company is not able to predict the possible outcome of the dispute with Level 3 or its ultimate effect, if any, on its financial condition.

The Company is also subject to other legal proceedings and claims which arise in the ordinary course of its business. In the opinion of management, the amount of ultimate liability with respect to these actions will not materially affect the consolidated financial position or results from operations of the Company.

9. Net Loss Per Common Share

Basic earnings (loss) per share is computed using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the period using the as-if-converted method for convertible notes payable or the treasury stock method for options, unless such amounts are anti-dilutive.

For the three and nine-month periods ended April 30, 2002 and 2001, net loss per basic and diluted share is based on weighted average common shares and excludes any common stock equivalents, as they would be anti-dilutive due to the reported loss. For the three and nine-month periods ended April 30, 2002, 277,239 and 894,076, respectively, of dilutive shares related to employee stock options and 250 million shares issuable related to convertible debt were excluded as they had an anti-dilutive effect due to the net loss.

10. New Accounting Pronouncements

In June 2001, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. SFAS No. 141 will apply to all business combinations that the Company enters into after June 30, 2001 and eliminates the pooling-of-interest method of accounting. SFAS No. 142 is effective for fiscal years beginning after

December 15, 2001. Under SFAS Nos. 141 and 142, goodwill and intangible assets deemed to have indefinite lives will no longer be amortized but will be subject to annual impairment tests in accordance with the Statements. Other intangible assets will continue to be amortized over their useful lives.

The Company is required to adopt these Statements for accounting for goodwill and other intangible assets beginning the first quarter of fiscal year 2003. Unamortized goodwill at April 30, 2002 amounts to $237,000. The Company intends to continue to perform an impairment analysis of the remaining goodwill through the end of fiscal year 2002. Upon adoption on August 1, 2002, the Company will perform the required impairment test of goodwill and does not expect the implementation of these standards to have a material impact on its financial condition or results of operations.

SFAS No. 143, Accounting For Asset Retirement Obligations, issued in August 2001, addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and for the associated retirement costs. SFAS No. 143, which applies to all entities that have a legal obligation associated with the retirement of a tangible long-lived asset, is effective for fiscal years beginning after June 15, 2002. The Company does not expect the implementation of SFAS No. 143 to have a material impact on its financial condition or results of operations.

SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, issued in October 2001, addresses financial accounting and reporting for the impairment or disposal of long-lived assets. SFAS No. 144, which applies to all entities, is effective for fiscal years beginning after December 15, 2001. The Company does not expect the implementation of SFAS No. 144 to have a material impact on its financial condition or results of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties. All statements other than statements of historical information provided herein are forward-looking statements and may contain information about financial results, economic conditions, trends and known uncertainties. Our actual results could differ materially from those discussed in the forward-looking statements as a result of a number of factors, which include those discussed in this section and elsewhere in this report and the risks discussed in our other filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis, judgment, belief or expectation only as of the date hereof. We undertake no obligation to publicly reissue these forward-looking statements to reflect events or circumstances that arise after the date hereof.

Overview

We provide outsourced Web hosting and managed application services for companies conducting business on the Internet, including enterprises and other businesses deploying Internet applications. Our goal is to help customers focus on their core competencies by outsourcing the management and hosting of their Web operations and applications, allowing customers to fundamentally improve the efficiency of their Web operations. We also provide related professional and consulting services. Our focus on enhanced management services, beyond basic co-location services, allows us to meet the expanding needs of businesses as their Web sites and Internet applications become more complex. We believe that we are the leader of "Always On Managed Hosting" and that there are a relatively small number of companies that combine a highly scalable and developed infrastructure with experience, intellectual property, skill sets, processes and procedures for delivering managed hosting services. We define "Always On Managed Hosting" as a combination of high availability infrastructure, high performance monitoring systems and proactive problem resolution management processes designed to recognize patterns and identify and address potentially crippling problems before they are able to cause downtime in customers' Web operations. The cost for our services varies from customer to customer based on the number of managed servers and the nature, extent and level of services provided.

We were incorporated in Delaware in December 1998 and are a 76.73% owned subsidiary of CMGI. In July 1998, our predecessor, NaviSite Internet Services Corporation, acquired Servercast Communications, L.L.C., a Delaware limited liability company and developer and integrator of Internet applications, for $1.0 million in notes, plus $25,000 of bridge notes receivable and $20,000 in acquisition costs. We acquired Servercast principally for its expertise in application management, online advertising, e-commerce, content management and streaming media. In February 2000, we acquired ClickHear Inc., a streaming media management and development company, for consideration valued at approximately $4.7 million, including approximately $50,000 of direct costs of the acquisition. We made the decision last fall to sell NaviSite's streaming media business. The streaming business was cash flow negative, faces a difficult competitive market, and was non-core to our overall strategy. On March 21, 2002, we sold certain of our Streaming Media Division assets to SMC Corporation and now provide streaming service offerings only through third parties. We received proceeds of approximately $1.6 million in cash. We recorded a gain on the transaction in the fiscal year 2002 third quarter of approximately $524,000. As part of the sale of our Streaming Media Division assets, we are subleasing part of our La Jolla facility to SMC Corporation for the next two years for an aggregate amount of approximately $700,000.

Since January 31, 2000, our corporate headquarters has been located at 400 Minuteman Road, Andover, Massachusetts. Before this date, our corporate headquarters were shared with CMGI and several other CMGI affiliates. CMGI allocated rent, facility maintenance and service costs among these affiliates based upon headcount within each affiliate and within each department of each affiliate. Other

services provided by CMGI to us included support for enterprise services, human resources and benefits and Internet marketing and business development. Actual expenses could have varied had we been operating on a stand-alone basis. Costs are allocated to us on the basis of the fair market value for the facilities used and the services provided. Through July 31, 2001, we operated two data centers in California and two data centers in Andover, Massachusetts. On July 31, 2001, we announced the closure of our two original data centers, one in Andover, Massachusetts and one in Scotts Valley, California.

We derive our revenue primarily from managed hosting services, but within that framework, from a variety of services, including: Web site and Internet application hosting, which includes access to our state-of-the-art data centers, a range of bandwidth services, Content Distribution Network services, advance back-up options, managed storage and monitoring services; enhanced server management, which includes custom reporting, hardware options, network and application load balancing, system security, and the services of our technical account managers; specialized application management, which includes management of e-commerce and other sophisticated applications support services, including scalability testing, databases and transaction processing services. We also derive revenue from related consulting and other professional services. Revenue also includes income from the rental of equipment to customers, termination fees and one-time installation fees. Revenue is recognized in the period in which the services are performed. Installation fees are recognized ratably over the period of the customer contract. Previous to fiscal year 2001, installation revenue was recognized at the time installation services were provided. Our customer contracts generally are a one to two year commitment.

We have incurred significant net losses and negative cash flows from operations since our inception and, as of April 30, 2002, had an accumulated deficit of approximately $288.8 million. These losses have been funded primarily by CMGI through the issuance of common stock, preferred stock and convertible debt and by our initial public offering and related exercise of the underwriters' over-allotment option in October 1999 and November 1999, respectively, as well as by the sale-leaseback of certain assets and through the issuance of convertible debt to Compaq Financial Services Corporation, a wholly owned subsidiary of Compaq Computer Corporation (CFS). Since the beginning of fiscal year 2002 we have implemented labor efficiencies, restructured our major operating leases and obligations and eliminated excess capacity in order to accelerate our path to profitability. Although we expect that we will continue to incur operating losses and negative cashflows from operations for at least the remainder of this fiscal year, we have systematically reduced our run-rate cash expenses and have lowered our revenue requirement for EBITDA break-even.

Recent Developments

We are currently evaluating our business model whereby we would provide integrated managed hosting services in data centers owned by third parties in addition to our own data centers. We believe that this approach could augment our existing management expertise, software and operating processes with third-party infrastructure and geographic reach. As a result of the evaluation, we may restructure our business, which could result in, among other things: a change in our asset lives, impairment charges and decreased capital requirements. The evaluation is still in the preliminary stages, and the outcome is uncertain at this point in time. We expect to complete this evaluation in our next fiscal year.

During the second quarter of fiscal year 2002, we made the decision to discontinue our practice, on a prospective basis, of obtaining equipment under lease arrangements and subsequently renting the equipment to our customers. The decision was made for two reasons. First, many of our enterprise customers can acquire hardware equipment with a lower cost of capital. Second, it eliminates additional credit and financial risk associated with an early customer contract termination. This decision will reduce revenue potential from future customers and impact overall revenues as existing equipment leases terminate and are not renewed. We will continue to service our customers' equipment needs as the single point of procurement and management.

On May 10, 2002, we applied to transfer voluntarily from the Nasdaq National Market to the Nasdaq SmallCap Market. On June 4, 2002, Nasdaq approved our transfer application, and our common stock was transferred to the Nasdaq SmallCap Market at the opening of business on June 10, 2002.

Revenue

Total revenue was approximately $14.7 million for the three-month period ended April 30, 2002, a decrease of 44.9% from approximately $26.7 million for the same period in 2001. The decrease is due primarily to a decrease in revenue from unaffiliated customers of approximately $8.7 million, or 48.9%, combined with a decrease of approximately $3.2 million, or 36.7%, of revenue from CMGI and CMGI affiliates. Included in the revenue from CMGI and CMGI affiliates is $2.3 million of non-recurring contract termination fees with Engage, a related party. Excluding the Engage contract termination fees, revenue from CMGI and CMGI affiliates for the three-month period ended April 30, 2002 decreased $5.5 million as compared to the same period in 2001. Revenue

from unaffiliated customers represented 61.9% of total revenue for the three-month period ended April 30, 2002, a decrease from approximately 66.9% of total revenue for the same period in 2001. Excluding the Engage contract termination fees, unaffiliated customers increased to 73.4% of total revenue for the three-month period ended April 30, 2002. The number of unaffiliated customers decreased 51% to 160 at April 30, 2002 from 327 as of April 30, 2001. During the three-month period ended April 30, 2002, we lost 22 customers, which generated approximately $2.8 million of revenue for that period, inclusive of contract termination fees. The number of CMGI and CMGI affiliated customers decreased 67% to 7 at April 30, 2002 from 21 as of April 30, 2001.

Total revenue was approximately $49.7 million for the nine-month period ended April 30, 2002, a decrease of 38.2% from approximately $80.4 million for the same period in 2001. The decrease is due to a decrease in revenue from unaffiliated customers of approximately $15.5 million, or 31.1%, combined with a decrease of approximately $15.2 million, or 49.9% of revenue from CMGI and CMGI affiliates. Net of the Engage contract termination fees, revenue from CMGI and CMGI affiliates for the nine-month period ended April 30, 2002 decreased $17.5 million as compared to the same period in 2001. Revenue from unaffiliated customers represented 69.1% of total revenue for the nine-month period ended April 30, 2002, from approximately 62% of total revenue for the same period in 2001. Excluding the Engage contract termination fees, unaffiliated customers represented 72.5% of total revenue for the nine-month period ended April 30, 2002. During the nine-month period ended April 30, 2002, we lost 143 customers, which generated approximately $11.3 million of revenue for that period, inclusive of contract termination fees.

Our revenue from sales to related parties principally consists of sales of services to CMGI and other customers that are CMGI affiliates. In general, in pricing the services provided to CMGI and its affiliates, we have: negotiated the services and levels of service to be provided; calculated the price of the services at those service levels based on our then-current, standard prices;

and, in exchange for customer referrals provided to us by CMGI, discounted these prices by 10%. In the three and nine-month periods ended April 30, 2002, we sold services to CMGI and CMGI affiliates totaling approximately $5.6 million, or 38.1% of revenue and $15.3 million, or 30.9% of revenue, respectively. Net of the Engage contract termination fees, CMGI and CMGI affiliates represented $3.3 or 26.6% of revenue and 13.0 million, or 27.5% of revenue for the three and nine-month periods ended April 30, 2002, respectively. Three of our related customers accounted for approximately 16%, 11% and 6% of revenue for the three-months ended April 30, 2002 and approximately 10%, 8%, and 5% for the same period in 2001.

During the three and nine-month periods ended April 30, 2002, we recognized $2.4 million and $2.6 million, respectively, in revenue related to contract terminations with customers, which compares with approximately $0 and $596,000 for the same three and nine-month periods in 2001. Revenue from contract terminations is non-recurring in nature.

As we manage out non-productive customers, we continue to focus our sales and marketing efforts on generating revenues from new un-affiliated enterprise customers.

While we will continue to service our customers' equipment needs as the single point of procurement and management, in the third quarter of fiscal year 2002, we discontinued our practice of renting equipment on behalf of customers. While this practice is expected to reduce the revenue potential from new customers and new revenue potential from our current customer base, it is expected to reduce financial and credit risk and improve overall margins. Revenue from equipment rental accounted for approximately 17% and 22% of our revenue for the three and nine-month periods ended April 30, 2002 as compared to 25% the same periods in 2001.

Cost of Revenue

Cost of revenue consists primarily of salaries and benefits for operations personnel, bandwidth fees and related Internet connectivity charges, equipment costs and related depreciation and costs to run our two data centers, such as rent and utilities. In the fiscal year 2001 fourth quarter, a restructuring plan was approved and the costs to shut down our two original data centers were accrued as part of the restructuring costs. As a result of the restructuring plan, the financial periods before August 2001 have the costs of the two original data centers included and the financial periods subsequent to July 2002 do not. Our fiscal year 2001 fourth quarter restructuring plan combined with our continuing efforts to improve operating efficiencies has resulted in significantly lower cost of revenue levels for the three and nine-month periods ended April 30, 2002 as compared to the same periods in 2001.

Cost of revenue decreased 69.1% to approximately $10.2 million for the three-month period ended April 30, 2002, from approximately $32.9 million for the same period in 2001. Included in the cost of revenue for the three-month period ended April 30, 2002 are reversals of lease accruals of approximately $4.8 million. During the third quarter 2002, we evaluated the remaining estimated obligations that were accrued at April 30, 2002 associated with the termination of equipment operating leases with vendors for both active and idle customer equipment. As a result of this analysis, we reversed $4.8 million of this accrual to reflect positive experience in negotiating settlements with vendors and other adjustments. This reversal is reflected in the three and nine month periods ended April 30, 2002 as a benefit of approximately $835,000 recorded to cost of revenues and a benefit of approximately $4.0 million recorded to customer equipment and lease restructuring (a separate component of cost of revenues), consistent with the classification of the original charges. Excluding the $4.8 million lease accrual adjustment, cost of revenue for the three-month period ended April 30, 2002 would have been approximately $15.0

million, a decrease of approximately $18.0 million or 54.5% as compared to the same period in 2001. The $18.0 million dollar value decrease resulted from a $10.6 million reduction in equipment lease and related costs; a $3.6 million reduction in labor costs due to headcount reductions to 166 from 287 for the same period in 2001; a $1.9 million reduction in facility related costs; and a $1.8 million reduction in bandwidth and bandwidth related

costs. Excluding the Engage contract termination fee discussed above from revenues and the $4.8 million from cost of revenues, cost of revenues for the three-month period ended April 30, 2002 as a percentage of revenue decreased to approximately 121% of revenue from approximately 123% for the same period in 2001. The reduction in cost of revenues as a percentage of revenue for the three-months ended April 30, 2002 as compared to the same period in 2001 resulted primarily from a reduction in equipment lease and related costs to 28.1% of revenue from 52.7% offset by an increase in depreciation to 22% of revenue from 9%. This resulted primarily from the buyout of equipment previously held under operating leases during fiscal 2002. The equipment was recorded at fair market value and amortized over the estimated remaining useful lives of approximately 2 years.

Cost of revenue decreased 12.5% to approximately $86.4 million for the nine-month period ended April 30, 2002, from approximately $98.8 million for the same period in 2001. Included in the cost of revenue for the nine-month period ended April 30, 2002 is a net charge of $30.6 million related to customer equipment impairment charges, which represents the excess amounts paid to purchase customer equipment previously held under operating leases over the estimated fair value of the equipment, and permanently idled customer equipment held under operating leases. Excluding this $30.6 million charge, cost of revenue for the nine-month period ended April 30, 2002 would have been approximately $55.8 million, a decrease of approximately $42.9 million or 43.5% as compared to the same period in 2001. The $42.9 million dollar value decrease in cost of revenue for the nine-month period ended April 30, 2002 as compared to the same period in 2001 resulted from a $20.2 million reduction in equipment lease and related costs; a $15.3 million reduction in labor costs due to headcount reductions to 166 from 287 for the same period in 2001; a $2.1 million reduction in facility related costs; and a $4.6 million reduction in bandwidth and bandwidth related costs. Excluding the Engage contract termination fee discussed above from revenues and the $30.6 million charge from cost of revenues, cost of revenues for the nine-month period ended April 30, 2002 as a percentage of revenue decreased to approximately 118% of revenue from approximately 123% for the same period in 2001. The reduction in cost of revenues as a percentage of revenue for the nine-months ended April 30, 2002 as compared to the same period in 2001 resulted primarily from a reduction in equipment lease and related costs to 36% of revenue from 46%, a decrease in labor to 29% of revenue from 36% offset by an increase in depreciation to 18% of revenue from 9%. This resulted primarily from the buyout of equipment previously held under operating leases during fiscal 2002. The equipment was recorded at fair market value and amortized over the estimated remaining useful lives of approximately 2 years.

During the fiscal year 2002 third quarter, we reorganized our cost of revenue personnel and consolidated end-to-end service responsibility into an integrated Service Delivery organization. As a result, implementation of various technologies including network storage, back-up, and security for both our internal network and solutions we offer our customers are now performed by the Service Delivery organization.

As our business grows, we would expect the dollar value of these expenses to increase, but decline on a percentage of revenue basis. We also expect to achieve economies of scale as a result of spreading increased volume over our fixed assets, increasing productivity and using new technological tools. For fiscal year 2002, we anticipate that the cost of revenue, excluding impairment and lease restructuring charges, will decrease in absolute dollars from fiscal 2001 levels. The anticipated decrease is a result of our fiscal 2001 restructuring efforts which are expected to result in labor efficiencies with corresponding decreased labor costs and reduced equipment and infrastructure expenses going forward.

Due to changes in the industry environment and our recent operating results, consistent with our accounting policy, we are in the process of performing an analysis to determine if our long-lived assets are impaired. Our long-lived assets consist of property and equipment totaling approximately $56 million at April 30, 2002, primarily comprised of leasehold improvements related to our data centers, computer equipment, and software licenses. We will complete this analysis by the end of our fiscal year 2002.

Gross Profit /(Deficit)

The gross profit was approximately 31% for the three-month period ended April 30, 2002, an improvement from an approximate gross deficit of 23% for the same period in 2001. Excluding the $4.8 million reversal of estimated lease payment accruals from cost of revenues and the $2.3 million of nonrecurring Engage contract termination revenue recorded during the third quarter of 2002, the gross deficit for the three-month period ended April 30, 2002 would have improved to approximately 21% from 23% in the same period of 2001. The gross deficit was approximately 74% of total revenue for the nine-month period ended April 30, 2002, up from approximately 23% of total revenue for the same period in 2001. Excluding the $30.6 million charge for asset impairments from cost of revenue and the $2.3 million nonrecurring Engage contract termination revenue, the gross deficit for the nine-month period ended April 30, 2002 would have improved to 18% from 23% in the same period of 2001.

This improvement in the gross deficit, excluding the impact of the $30.6 million customer equipment impairment charge and lease restructuring from cost of revenues and the nonrecurring Engage settlement from revenue, for the three and nine-month period ended April 30, 2002, as compared to the same periods in 2001, is the result of our restructuring efforts. These efforts have resulted in lower labor costs through increased efficiencies and headcount reductions and reduced equipment expenses resulting from the buyout of certain operating leases. We typically make up-front fixed investments in both equipment and personnel and the costs are leveraged across our data centers. We anticipate that our gross margins will improve, based on current estimates and expectations and barring unforeseen circumstances, as we achieve higher operational efficiencies, implement further cost reduction initiatives and increase revenues.

Operating Expenses

Product Development. Product development expenses consist mainly of salaries and related costs. Our product development staff focuses on Internet applications, solutions and network architecture. This group identifies new Internet application software, equipment and network infrastructure and develops and incorporates these new capabilities into our suite of service offerings.

Product development expenses decreased 75.8% to approximately $1.0 million for the three-month period ended April 30, 2002, from approximately $4.1 million for the same period in 2001. As a percentage of revenue, product development expenses decreased to 6.8% in the three-month period ended April 30, 2002, from 15.5% for the same period in 2001. The dollar value decrease in product development expenses is primarily related to reduced headcount costs resulting from the decrease in product development personnel as of April 30, 2002 to 12 from 73 employees for the same period in 2001 combined with a reduction in the usage of outside consultants.

Product development expenses decreased 54.5% to approximately $4.9 million for the nine-month period ended April 30, 2002, from approximately $10.8 million for the same period in 2001. As a percentage of revenue, product development expenses decreased to 9.9% in the nine-month period ended April 30, 2002, from 13.5% for the same period in 2001. The dollar value decrease in product development expenses is primarily related to reduced headcount costs resulting from the decrease in product development personnel combined with a reduction in the usage of outside consultants at a rate faster than the decline in revenue between the two periods.

In the fourth quarter of fiscal 2002, we expect our product development expenses to decrease slightly from the fiscal 2002 third quarter levels as we narrow the focus of our investments in mobile infrastructure and web services technologies. Additionally, we continue to augment our own product development capabilities by working with and leveraging key technology and go-to-market partners.

Selling and Marketing. Selling and marketing expenses consist primarily of salaries and related benefits, commissions and marketing expenses such as channel programs, advertising, product literature, trade shows, marketing and direct mail programs. Selling and marketing expenses decreased 65.7% to approximately $2.7 million for the three-month period ended April 30, 2002, from approximately $8.0 million for the same period in 2001. As a percentage of revenue, selling and marketing expenses decreased to 18.6% of total revenue for the three-month period ended April 30, 2002 from 29.8% of total revenue for the same period in 2001. The dollar value decrease is due primarily to reduced headcount, related salaries and commissions, and decreased expenses for marketing programs, advertising and product literature at a rate faster than the decline in revenue between the two periods.

Selling and marketing expenses decreased 71.1% to approximately $7.9 million for the nine-month period ended April 30, 2002, from approximately $27.2 million for the same period in 2001. As a percentage of revenue, selling and marketing expenses decreased to 15.8% of total revenue for the nine-month period ended April 30, 2002 from 33.9% of total revenue for the same period in 2001. The dollar value decrease is due primarily to reduced headcount, related salaries and commissions, and decreased expenses for marketing programs, advertising and product literature at a rate faster than the decline in revenue between the two periods.

For fiscal 2002, we expect selling and marketing expenses to decline in dollar terms as compared to fiscal 2001. We continue to make targeted investments in areas that promote brand recognition and increase new customer acquisitions. We intend to accomplish this by adding capabilities in our direct sales and marketing organizations, building leveraged distribution channels with selected technology and system integration partners and increasing spending in targeted public relations and marketing programs. In the third quarter fiscal 2002, NaviSite launched a indirect channel program and a suite of channel ready solutions. We expect these efforts to improve overall the sales productivity and lower the cost of customer acquisition.

General and Administrative. General and administrative expenses include the costs of financial, leasing, human resources, IT and administrative personnel, professional services, bad debt, and corporate overhead. Also included are intercompany charges from CMGI for human resource support and business development. As our business grows, we expect the dollar value of these expenses to increase, but decline on a percentage of revenue basis, as we hire additional personnel and incur additional costs related to the growth of our business, however, if this growth does not materialize, we would expect the dollar value of these expenses to remain constant or decline and to remain constant or increase on a percentage of revenue basis as we manage our costs to expected revenue levels.

General and administrative expenses decreased 69.2% to approximately $2.6 million for the three-month period ended April 30, 2002, from approximately $8.5 million for the same period in 2001. As a percentage of revenue, general and administrative expenses

decreased to 17.8% of total revenue for the three-month period ended April 30, 2002 from 31.9% of total revenue for the same period in 2001. The dollar value decrease in general and administrative expenses is primarily due to reduced bad debt expense and reduced headcount levels and headcount expenses.

General and administrative expenses decreased 31.9% to approximately $16.5 million for the three-month period ended April 30, 2002, from approximately $24.3 million for the same period in 2001. As a percentage of revenue, general and administrative expenses increased slightly to 33.3% of total revenue for the three-month period ended April 30, 2002 from 30.2% of total revenue for the same period in 2001. The dollar value decrease in general and administrative expenses is primarily due to reduced bad debt expense and reduced headcount levels and headcount expenses. Revenue declined at a rate faster than the decline in general and administrative costs for the nine month period ended April 30, 2002 compared to the same period in 2001.

For fiscal year 2002, we are anticipating a decrease in general and administrative expense resulting from the fiscal year 2001 restructuring, lower labor levels and decreased bad debt expense.

Restructuring

In July 2001, we announced a plan, approved by our Board of Directors, to restructure our operations and consolidate our data centers, which resulted in a charge of approximately $8.0 million, of which approximately $5.2 million was accrued for as of July 31, 2001. Of the total restructuring charge, approximately $1.8 million was related to employee termination benefits. We terminated 126 employees on July 31, 2001.

The restructuring charge also included approximately $6.2 million of costs related to the closing of our two original data centers. The components of the facility closing costs included approximately $3.8 million of estimated lease obligations associated with restoring the facilities to their original condition, and other contractual obligations, to be paid over the term of the respective agreements through 2002, and approximately $2.4 million of write-offs of leasehold improvements, which were recorded as of July 31, 2001.

During the third quarter 2002, we were able to favorably renegotiate the facility closing costs. The accrual for estimated restoration costs for the two original data centers was reduced by an aggregate $1.6 million and the accrual for bandwidth termination costs was reduced by approximately $803,000. In addition, $63,000 in severance/employee costs were forfeited by former employees. As a result, we reduced accrued restructuring by approximately $2.5 million during the third quarter.

Interest Income

Interest income decreased to approximately $389,000 and $721,000 for the three and nine-month periods ended April 30, 2002, from approximately $679,000 and $2.4 million for the same periods in 2001. The decrease is due primarily to the lower average cash on hand during 2002 due to operating requirements during the fiscal year offset by interest income from customer equipment rentals under direct financing leases.

Interest Expense

Interest expense increased to approximately $3.8 and $10.9 million for the three and nine month period ended April 30, 2002, from approximately $2.6 and $5.3 million for the same periods in 2001. This increase was primarily due to interest on the $80 million face value note payable to CMGI in the amount of $2.7 million, including the amortization of the related warrants; interest on the $65.1 million face value notes payable due to CMGI and CFS, in the amount of $4.8 million, and the amortization of the beneficial conversion feature of the notes payable to CMGI and CFS in the amount of $3.4 million.

Liquidity and Capital Resources

Since our inception, our operations have been funded primarily by CMGI through the issuance of common stock, preferred stock and convertible debt, the issuance of preferred stock and convertible debt to strategic investors, our initial public offering and related exercise of the underwriters' over-allotment option in October 1999 and November 1999, respectively.

Our cash and cash equivalents increased to $27.9 million at April 30, 2002 from $22.2 million at July 31, 2001, and we had working capital of $14.7 million at April 30, 2002. Net cash used by operating activities for the nine-month period ended April 30, 2002 amounted to $21.1 million, resulting primarily from the net loss, increases in amount due from CMGI and affiliates and other assets,

and a decrease in accounts payable, partially offset by a decrease in accounts receivable, decreases in accrued expenses and deferred revenue, amounts due to CMGI, bad debt expense, and depreciation and amortization and asset impairment charges.

Net cash used by investing activities was approximately $429,000 for the nine-month period ended April 30, 2002, which was primarily associated proceeds from the sale of equipment and the sale of our Streaming Media Division assets and reduction of restricted cash, offset by expenditures for the acquisition of property and equipment. Net cash provided by financing activities was approximately $27.3 million for the nine-month period ended April 30, 2002, which was primarily associated with the proceeds of the $30.0 million convertible notes payable from CFS and CMGI, respectively, offset by repayment of capital lease and financed software obligations.

In connection with an agreement dated October 29, 2001 among NaviSite, CMGI and CFS, we purchased certain equipment with a fair market value of $9.6 million, previously leased by us from CFS under operating lease agreements expiring through 2003, in exchange for a note payable in the face amount of approximately $35 million. As the fair market value of the equipment, based on a third-party appraisal, was less than the associated debt obligation, we have recorded an asset impairment charge in the first quarter of fiscal 2002 of $25.4 million. We recorded the assets purchased and associated impairment charge effective August 1, 2001 with a corresponding obligation to CFS. Based on the terms of the $35 million obligation, interest accrues commencing on November 8, 2001. We recorded $1.1 million, $1.0 million and $1.0 million of interest expense for the first, second and third quarters of fiscal year 2002, respectively.

On November 8, 2001, in connection with the October 29, 2001 agreement, we received $20 million and $10 million in cash from CFS and CMGI, respectively, in exchange for six-year convertible notes payable in the face amounts of $20 million and $10 million to CFS and CMGI, respectively, making the total notes payable issued by us to CFS and CMGI approximately $55 million and $10 million, respectively. The notes require payment of interest only, at 12% per annum, for the first three years from the date of issuance and then repayment of principal and interest, on a straight-line basis, over the next three years until maturity on the sixth anniversary of the date of issuance. At our option, we may make interest payments (i) 100% in shares of NaviSite common stock, in the case of amounts owed to CMGI, through December 2007 and (ii) approximately 16.67% in shares of NaviSite common stock, in the case of amounts owed to CFS, through December 2003. The convertible notes payable are secured by substantially all of the assets of NaviSite and cannot be prepaid.

In the second and third quarters of fiscal year 2002, we issued 1,003,404 shares and 2,100,444 shares of common stock in satisfaction of accrued interest associated with the $65.1 million face value notes payable to CMGI and CFS.

The principal balances of the notes may be converted into NaviSite common stock at the option of the holders at any time prior to or at maturity at a conversion rate of $0.26 per share. The conversion rate of $0.26 results in beneficial conversion rights for both CMGI and CFS. The intrinsic value of the beneficial conversion rights amounted to $6.5 million and $36.0 million for CMGI and CFS, respectively. The intrinsic value of the beneficial conversions rights are being amortized into interest expense over the life of the convertible notes payable as an additional component of interest expense. CMGI also converted its $80 million in aggregate principal outstanding under its existing notes payable, plus the accrued interest thereon, into approximately 14.7 million shares of NaviSite common stock. CMGI also converted approximately $16.2 million in other amounts due by NaviSite to CMGI into approximately 9.9 million shares of NaviSite common stock.

Holders of the convertible notes payable are entitled to both demand and piggyback registration rights, and CFS is entitled to anti-dilution protection under certain circumstances. The agreement with CFS also contains certain restrictive covenants, including but not limited to limitations on the issuance of additional debt, the sale of equity securities to affiliates and certain acquisitions and dispositions of assets.

On March 7, 2002, we signed an agreement with Engage, Inc., a related party, whereby Engage's contract with us was terminated. Pursuant to our agreement with Engage, we received cash payments of $1.2 million in March 2002, $1.2 million in April 2002, and will receive $1.2 million in July 2002, for a total of $3.6 million related to amounts previously due for services rendered and amounts payable for early termination of the contracts and deinstallation of equipment. For the three and nine-month periods ended April 30, 2002, Engage represented 0% and 3%, respectively, of our total revenue. As a result of our agreement with Engage, we recognized approximately $2.3 million of non-recurring deinstallation and contract termination revenue in the third quarter of fiscal year 2002.

In the third quarter 2002, we modified the payment amounts and terms of certain operating leases with a lessor such that the modified leases qualify as capital leases. The resulting capital lease is payable in 28 monthly payments of $4,700 for the first 4 months and $20,400 for the remaining 24 months, starting in April 2002. Total payments, including principle and interest, aggregate $508,400 under this arrangement. In addition to the lease modifications, in March 2002, we returned equipment held under certain operating leases with the same lessor and incurred a breakage fee of $397,000.

We currently anticipate that our available cash resources at April 30, 2002 will be sufficient to meet our anticipated needs, barring unforeseen circumstances and subject to the impact of the factors noted below, for working capital and capital expenditures over the next twelve months. Our projected cash usage could be significantly impacted by: (1) our ability to maintain our current revenue levels through retaining existing customer accounts and acquiring revenue growth at levels greater than customer revenue churn; (2) our ability to achieve our projected operating results; (3) our ability to collect accounts receivables in a timely manner; (4) our ability to collect amounts due from Engage related to the termination of our contract with them; (5) our ability to achieve expected cash expense reductions; and (6) our ability to sell our assets which are held for sale at their fair-market value. However, we may need to raise additional funds in order to develop new, or enhance existing, services or products, to respond to competitive pressures, to acquire complementary businesses, products or technologies or to continue as a going concern. In addition, on a long-term basis, we may require additional external financing for working capital and capital expenditures through credit facilities, sales of additional equity or other financing vehicles. Under our arrangement with CFS, we must obtain their consent in order to issue debt securities or sell shares of our common stock to affiliates. We may not receive their consent. If additional funds are raised through the issuance of equity or convertible debt securities, the percentage ownership of our stockholders will be reduced and our stockholders may experience additional dilution. We cannot assure you that additional financing will be available on terms favorable to us, if at all. If adequate funds are not available or are not available on acceptable terms, our ability to fund our expansion, take advantage of unanticipated opportunities, develop or enhance services or products or otherwise respond to competitive pressures would be significantly limited.

Contractual Obligations and Commercial Commitments

In the normal course of our business, we enter into contracts related to the leasing of facilities and equipment and the purchase of minimum amounts of bandwidth. In addition, we have $65.1 million face value of long-term debt outstanding at April 30, 2002. Future payments required under these long-term obligations are as follows:

			Payment Due by Period (in thousands)	
Contractual Obligations	Total	Less than 1 year	1 - 3 years	4
Short-term debt	$ 237	$ 237	$ --	$
Long-term debt	65,093	--	--	
Interest on debt	25,893	5,509	11,294	
Capital leases	3,765	3,192	573	
Operating leases	1,451	968	483	
Bandwidth commitments	3,425	1,898	1,478	
Level 3 agreement	1,560	1,560	--	
Maintenance for hardware and software	1,980	1,080	900	
Property leases	27,945	4,701	10,191	
Total	$131,349	$ 19,145	$ 24,919	$

Critical Accounting Policies

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. As such, management is required to make certain estimates, judgments and assumptions that they believe are reasonable based on the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the periods presented. The significant accounting policies which management believes are the most critical to aid in fully understanding and evaluating our reported financial results include revenue recognition, allowance for doubtful accounts and impairment of long-lived assets.

Revenue Recognition. We provide outsourced web hosting and managed application services and related professional and consulting services. Revenue consists of monthly fees for web site and internet application management, application rentals, and hosting. Revenues related to monthly fees for web site and internet application management, application rentals and hosting are recognized over the term of the customer contract based on actual usage and services. Fees charged for the installation of customer equipment are generally received in advance and are deferred and recognized as revenue over the life of the related customer contract, typically 12 to 24 months. In the event a customer terminates their agreement prior to its stated maturity, all deferred revenue related to installation services is automatically recognized upon the effective date of the termination, and we generally charge cancellation fees that are also recognized upon the effective date of the termination. Cancellation fees are calculated as the customer's remaining base monthly fees obligation times the number of months remaining in the contract term.

Existing customers are subject to ongoing credit evaluations based on payment history and other factors. If it is determined subsequent to our initial evaluation and at any time during the arrangement that collectability is not reasonably assured, revenue is recognized as cash is received. Due to the nature of our service arrangements, we provide written notice of termination of services, typically 90 days in advance of disconnecting a customer. Revenue for services rendered during this notification period is recognized on a cash basis as

collectability is not considered probable at the time the services are provided.

Allowance for Doubtful Accounts. We perform periodic credit evaluations of our customers' financial condition and generally do not require collateral or other security against trade receivables. Our customer base includes a significant number of dot.com businesses that face increased risk of loss of funding depending on the availability of private and or public funding. We make estimates of the uncollectability of our accounts receivables and maintain an allowance for doubtful accounts for potential credit losses. We specifically analyze accounts receivable and consider historical bad debts, customer and industry concentrations, customer credit-worthiness, current economic trends and changes in our customer payment patterns when evaluating the adequacy of the allowance for doubtful accounts. We specifically reserve for 100% of the balance of customer accounts deemed uncollectible. For all other customer accounts, we reserve for 50% of the balance over 120 days old and 3% of all other customer balances. This method historically approximated actual write off experience. Changes in economic conditions or the financial viability of our customers may result in additional provisions for doubtful accounts in excess of our current estimate.

Impairment of Long-lived Assets. We review our long-lived assets, primarily property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. Recoverability is measured by a comparison of the carrying amount of an asset to future undiscounted cash flows expected to be generated by the asset. If such assets were considered to be impaired, the impairment to be recognized would be measured by the amount by which the carrying value of the assets exceed their fair value. Fair value is determined based on discounted cash flows or appraised values, depending on the nature of the asset. Assets to be disposed of are valued at the lower of the carrying amount or their fair value less disposal costs. Property and equipment is primarily comprised of leasehold improvements, computer and office equipment, and software licenses. During the fourth quarter of fiscal 2001, due to significant industry and economic trends affecting both our current and future operations as well as a significant decline in our stock price, we completed an impairment review of our property and equipment. This review included a comparison of the carrying amount of such assets to the estimated future undiscounted net cash flows expected to be generated by those assets at an enterprise level. As a result of this review, we determined that there was no impairment in the property and equipment. The preparation of future cash flows requires significant judgments and estimates with respect to future revenues related to the respective asset and the future cash outlays related to those revenues. Actual revenues and related cash flows or changes in anticipated revenues and related cash flows could result in a change in this assessment and result in an impairment charge. In addition, we are currently evaluating our business model and the manner in which we provide services. As of result of this evaluation, we may decide to restructure how we deliver our services which could result in, but not be limited to, an impairment of our data center assets and/or a change in the estimated useful life of certain assets. The preparation of discounted cash flows also requires the selection of an appropriate discount rate. The use of different assumptions would increase or decrease estimated discounted cash flows and could increase or decrease the related impairment charge.

Included in the cost of revenue for the nine-month period ended April 30, 2002 is a net charge of $30.6 million related to customer equipment impairment charges, which represents the excess amounts paid to purchase customer equipment previously held under operating leases over the estimated fair value of the equipment, and permanently idled customer equipment held under operating leases.

During the third quarter of fiscal year 2002 we evaluated the remaining estimated obligations that were accrued at April 20, 2002 associated with the termination of equipment operating leases with vendors for both active and idle customer equipment. As a result of this analysis, we reversed approximately $4.8 million of this accrual to reflect positive experience in negotiating settlements with vendors and other adjustments. This reversal is reflected in the three and nine month periods ended April 30, 2002 as a benefit of approximately $835,000 recorded to cost of revenues and a benefit of approximately $4.0 million recorded to customer equipment and lease restructuring (a separate component of cost of revenues), consistent with the classification of the original charges.

We performed an evaluation of our customer dedicated equipment inventory during the second quarter of fiscal 2002 and identified $3.4 million of excess and idle equipment which is held for sale. The carrying value of this equipment approximated its fair value less costs to sell as most of the equipment was included in the lease restructuring agreements and were recorded at their fair value based on appraisal. Our plan is to sell this excess equipment at its fair value. Should we not realize the fair value of the equipment upon sale or not be able to sell the equipment, we may incur additional impairment charges. We also recorded an impairment charge of $1.9 million for obsolete equipment and equipment no longer on hand.

Related Party Transactions

We are currently a 76.73% owned subsidiary of CMGI. CMGI has provided us with funding since our inception through the issuance of common stock, preferred stock and convertible debt.

We sell our products and services to companies in which CMGI has an investment interest or a significant ownership interest. Total revenue realized from services to related parties was $5.6 million and $15.3 million for the three and nine-month periods ended April 30, 2002 compared to $8.9 million and $30.6 million for the three and nine-month periods ended April 30, 2001. These related parties typically receive a 10% discount for services provided by us. The related cost of revenue is consistent with the costs incurred on similar transactions with unrelated parties. On March 7, 2002, we signed a settlement agreement with Engage, Inc., a related party, whereby Engage's service contract with us was terminated. Pursuant to our agreement with Engage, we received cash payments of $1.2 million in March 2002, $1.2 million in April 2002, and will receive $1.2 million in July 2002, for a total of $3.6 million, related to amounts previously due for services rendered and amounts payable for early termination of the contracts and

deinstallation of equipment. For the three and nine-month periods ended April 30, 2002, Engage represented 0% and 3%, respectively, of our total revenue. As a result of our agreement with Engage, we recognized approximately $2.3 million of non-recurring deinstallation and contract termination revenue in the third quarter of fiscal year 2002. CMGI has provided us with accounting, systems and related services at amounts that approximated the fair value of services received in each of the periods presented in these financial statements. We also purchase certain employee benefits (including 401(k) plan participation by our employees) and insurance (including property and casualty insurance) through CMGI. CMGI also has provided us with Internet marketing and business development services. Amounts due to CMGI related to these services as of April 30, 2002 totaled approximately $5.0 million.

We provide administrative services to CMGI and related entities as they relate to lease schedules for equipment ordered by NaviSite prior to October 22, 1999. These lease schedules include equipment leased for both NaviSite and CMGI, however, the majority of the equipment was used by NaviSite. Secondarily, as part of this understanding, CMGI provides administrative services for leases that include equipment for both NaviSite and CMGI under which CMGI or a related entity is the primary equipment user. The administrative services include the payment of the lessor's monthly lease charges. In both cases, the entity providing the administrative services charges the other for the actual lease fees, however in all of these cases, CMGI bears all liability for the payment and we are not financially obligated under the leases. While we have no financial obligation going forward, there is a disputed past due amount for which we have and will continue to accrue fees until a settlement is reached.

Inflation

We believe that our revenue and results from operations have not been significantly impacted by inflation.

Additional Risk Factors That May Affect Future Results:

The risks and uncertainties described below are not the only risks we face. Additional risks and uncertainties not presently known to us or that are currently deemed immaterial may also impair our business operations. If any of the following risks actually occur, our financial condition and operating results could be materially adversely affected.

WE HAVE A HISTORY OF OPERATING LOSSES AND EXPECT FUTURE LOSSES. We cannot assure you that we will ever achieve profitability on a quarterly or annual basis or, if we achieve profitability, that it will be sustainable. We were organized in 1996 by CMGI to support the networks and host the Web sites of CMGI and a number of CMGI affiliates. It was not until the fall of 1997 that we began providing Web site hosting and Internet application management services to companies unaffiliated with CMGI. Since our inception in 1996, we have experienced operating losses and negative cash flows for each quarterly and annual period. As of April 30, 2002, we had an accumulated deficit of $288.8 million. We anticipate increased expenses as we continue to improve our infrastructure, introduce new services, enhance our application management expertise, expand our sales and marketing efforts, and pursue additional industry relationships. As a result, we expect to incur operating losses for at least the next fiscal year.

FLUCTUATIONS IN OUR QUARTERLY OPERATING RESULTS MAY NEGATIVELY IMPACT OUR STOCK PRICE. Our quarterly operating results may fluctuate significantly in the future as a result of a variety of factors, many of which are outside our control. These factors include: reduction of market demand and or acceptance for our Web site and Internet application hosting and management services; oversupply of data center space in the industry; our ability to develop, market and introduce new services on a timely basis; downward price adjustments by our competitors; changes in the mix of services provided by our competitors; technical difficulties or system downtime affecting the Internet generally or our hosting operations specifically; our ability to meet any increased technological demands of our customers; the amount and timing of costs related to our marketing efforts and service introductions; and economic conditions specific to the Internet application service provider industry. Our operating results for any particular quarter may fall short of our expectations or those of investors or securities analysts. In this event, the market price of our common stock would be likely to fall.

CMGI IS CURRENTLY A MAJORITY STOCKHOLDER, AND CFS IS A POTENTIAL MAJORITY STOCKHOLDER, AND BOTH MAY HAVE INTERESTS THAT CONFLICT WITH THE INTERESTS OF OUR OTHER STOCKHOLDERS. As of April 30, 2002, CMGI beneficially owned approximately 83.69% of our outstanding common stock. Accordingly, CMGI has the power, acting alone, to elect a majority of our board of directors and has the ability to determine the outcome of any corporate actions requiring stockholder approval, regardless of how our other stockholders may vote. Under Delaware law, CMGI may exercise its voting power by written consent, without convening a meeting of the stockholders, meaning that CMGI could affect a sale or merger of our company without prior notice to, or the consent of, our other stockholders. CMGI's interests could conflict with the interests of our other stockholders. The possible need of CMGI to maintain control of us in order to avoid becoming a registered investment company could influence future decisions by CMGI as to the disposition of any or all of its ownership position in our company. CMGI would be subject to numerous regulatory requirements with which it would have difficulty complying if it were required to register as an investment company. As a result, CMGI may be motivated to maintain at least a majority ownership position in us, even if our other stockholders might consider a sale of control of our company to be in their best interests. As long as it is a majority stockholder, CMGI has contractual rights to purchase shares in any of our future financing sufficient to maintain its majority ownership position. CMGI's ownership may have the effect of delaying, deferring or preventing a change in control of our company or discouraging a potential acquirer from attempting to obtain control of us, which in turn could adversely affect the market price of our common stock.

On November 8, 2001, in conjunction with the restructuring of certain of our lease obligations, we issued convertible notes which, upon conversion, would give CFS a controlling interest in NaviSite. Should CFS elect to convert its $55 million in convertible notes into our common stock and CMGI elect not to convert, CFS would own approximately 211,897,436 shares of our common stock, which, based on our capitalization as of November 8, 2001, would be approximately 71% of our then outstanding shares of common stock. In the event both CFS and CMGI elect to convert their notes into our common stock, CFS would own approximately 63% of our common stock and CMGI would own approximately 28%

of our common stock. Accordingly, if CFS converts these notes to shares of our common stock, CFS would have the power, acting alone, to elect a majority of our board of directors and would have the ability to determine the outcome of any corporate actions requiring stockholder approval regardless of how our other stockholders may vote. If CFS becomes a majority stockholder, it may have interests that conflict with the interests of our other stockholders, as described above for CMGI.

A SIGNIFICANT PORTION OF OUR REVENUE CURRENTLY IS GENERATED BY SERVICES PROVIDED TO CMGI AND COMPANIES AFFILIATED WITH CMGI, AND THE LOSS OF THIS REVENUE WOULD SUBSTANTIALLY IMPAIR THE GROWTH OF OUR BUSINESS. We anticipate that we will continue to receive a significant portion of our revenue in the future from CMGI and CMGI affiliates. CMGI and CMGI affiliates accounted for approximately 30.9% of our revenue in the nine months ended April 30, 2002 and approximately 35.4% of our revenue for the fiscal year ended July 31, 2001. We cannot assure you that revenues generated by CMGI and CMGI affiliates will continue or that we will be able to secure business from unaffiliated customers to replace this revenue in the future. The loss of revenue from CMGI and CMGI affiliates, or our inability to replace this operating revenue, would substantially impair the growth of our business. The number of CMGI and CMGI affiliated customers decreased 66.6% to 7 at April 30, 2002 from 21 as of April 30, 2001.

WE MAY NEED TO RAISE ADDITIONAL FUNDS, AND SUCH FUNDING MAY NOT BE AVAILABLE TO US ON FAVORABLE TERMS, IF AT ALL. We currently anticipate that our available cash resources at April 30, 2002 will be sufficient to meet our anticipated needs, barring unforeseen circumstances and subject to the impact of the factors noted below, for working capital and capital expenditures over the next twelve months. Our projected cash usage could be significantly impacted by: (1) our ability to maintain our current revenue levels through retaining existing customer accounts and acquiring revenue growth at levels greater than customer revenue churn; (2) our ability to achieve our projected operating results; (3) our ability to collect amounts receivables in a timely manner; (4) our ability to collect amounts due from Engage related to the termination of our contract with them; (5) our ability to achieve expected cash expense reductions; and (6) our ability to sell our assets which are held for sale at fair-market value. However, we may need to raise additional funds in order to develop new, or enhance existing, services or products, to respond to competitive pressures, to acquire complementary businesses, products or technologies or to continue as a going concern, and we cannot assure you that the additional financing will be available on terms favorable to us, if at all. In addition, pursuant to our financing arrangements with CFS as of October 29, 2001, we may need to obtain approval from CFS for incremental funding, and we may not obtain this approval from CFS.

OUR ABILITY TO GROW OUR BUSINESS WOULD BE SUBSTANTIALLY IMPAIRED IF WE WERE UNABLE TO OBTAIN, ON COMMERCIALLY REASONABLE TERMS, CERTAIN EQUIPMENT THAT IS CURRENTLY PROVIDED UNDER LEASES. Certain of the equipment that we use or provide to our customers for their use in connection with our services is provided under lease. We or our customers will have to obtain this equipment for new leases and renewal of existing leases directly, on a stand alone basis. Our business would be substantially impaired if we were unable to obtain or continue these leases on commercially reasonable terms.

OUR DECISION TO DISCONTINUE OUR PRACTICE, ON A PROSPECTIVE BASIS, OF OBTAINING EQUIPMENT UNDER LEASES AND SUBSEQUENTLY RENTING THE EQUIPMENT TO OUR CUSTOMERS MAY HAVE A MATERIAL ADVERSE EFFECT ON OUR FUTURE RESULTS AND BUSINESS OPERATIONS. New customers and current customers seeking to renew their agreements will have to obtain equipment directly from equipment vendors. We may not be successful in attracting new customers who would prefer to obtain equipment from us. Current customers may not renew their agreements and seek a hosting provider who would also rent equipment directly to them to satisfy their equipment needs. If we are unable to keep our current customers and attract new customers, our future results and business operations could be materially harmed.

OUR COMMON STOCK MAY NOT BE TRANSFERRED BACK TO THE NASDAQ NATIONAL MARKET OR COULD BE DELISTED FROM THE NASDAQ SMALLCAP MARKET. On February 14, 2002, we received a deficiency notice from Nasdaq indicating that our common stock had not maintained a minimum market value of publicly held shares of $15,000,000 and had failed to maintain a minimum bid price per share of $3.00 over the previous 30 consecutive trading days, and that we had until May 15, 2002 to regain compliance with the Nasdaq National Market's listing requirements. Nasdaq informed us that if we failed to demonstrate compliance with Nasdaq's listing requirements on or before May 15, 2002, Nasdaq would provide us with written notification that it had determined that we did not meet the standards for continued listing, and our securities would be delisted from the Nasdaq National Market. On May 10, 2002, we applied to transfer voluntarily to the Nasdaq SmallCap Market. On June 4, 2002, Nasdaq approved our transfer application, and our common stock was transferred to the Nasdaq SmallCap Market at the opening of business on June 10, 2002. Although we are eligible to transfer back to the Nasdaq National Market if, among other things, our common stock's bid price is at least $1.00 for 30 consecutive trading days by February 10, 2003 and we have maintained compliance with the Nasdaq National Market's continued listing requirements while listed on the Nasdaq SmallCap Market, excluding bid price, we may not meet these requirements. If we are unable to regain compliance with the Nasdaq National Market's requirements, our common stock will remain on the Nasdaq SmallCap Market. Moreover, if we fail to meet the Nasdaq SmallCap maintenance standards, we could be delisted to the over-the-counter electronic bulletin board (OTCBB), which is operated by the National Association of Securities Dealers, Inc. If our common stock is not eligible to transfer back to the Nasdaq National Market in the future or is delisted to the OTCBB, among other things, this could result in a number of negative implications, including continued reduced liquidity in our common stock as a result of the loss of market efficiencies associated with the Nasdaq National Market and the loss of federal preemption of state securities laws as well as the potential loss of confidence by suppliers, customers and employees, the loss of analyst coverage and institutional investor interest, fewer business development opportunities and greater difficulty in obtaining financing.

IF THE MARKET FOR INTERNET COMMERCE AND COMMUNICATION DOES NOT CONTINUE, OR IT CONTINUES TO DECREASE, THERE MAY BE INSUFFICIENT DEMAND FOR OUR SERVICES, AND AS A RESULT, OUR BUSINESS STRATEGY MAY NOT BE SUCCESSFUL. The increased use of the Internet for retrieving, sharing and transferring information among businesses and consumers has developed only recently, and the market for the purchase of products and services over the Internet is new and emerging. If acceptance and growth of the Internet as a medium for commerce and communication does not continue, our business strategy may not be successful because there may not be a continuing market demand for our Web site and Internet application hosting and management services. Our growth could be substantially impaired if the market for Internet application services fails to continue to develop or if we cannot continue to achieve broad market acceptance. The market for Internet application services has recently developed and is evolving.

OUR ABILITY TO SUCCESSFULLY MARKET OUR SERVICES COULD BE SUBSTANTIALLY IMPAIRED IF WE ARE UNABLE TO DEPLOY NEW INTERNET APPLICATIONS OR IF NEW INTERNET APPLICATIONS DEPLOYED BY US PROVE TO BE UNRELIABLE, DEFECTIVE OR INCOMPATIBLE. We cannot assure you that we will not experience difficulties that could delay or prevent the successful development, introduction or marketing of Internet application services in the future. If any newly introduced Internet applications suffer from reliability, quality or compatibility problems, market acceptance of our services could be greatly hindered and our ability to attract new customers could be adversely affected. We cannot assure you that new applications deployed by us will be free from any reliability, quality or compatibility problems. If we incur increased costs or are unable, for technical or other reasons, to host and manage new Internet applications or enhancements of existing applications, our ability to successfully market our services could be substantially impaired.

THE MARKET WE SERVE IS HIGHLY COMPETITIVE, WE MAY LACK THE FINANCIAL AND OTHER RESOURCES, EXPERTISE OR CAPABILITY NEEDED TO CAPTURE INCREASED MARKET SHARE OR MAINTAIN MARKET SHARE. We compete in the Internet application service market. This market is rapidly evolving, highly competitive and likely to be characterized by over capacity and industry consolidation. We believe that participants in this market must grow rapidly and achieve a significant presence to compete effectively. Our business is not as developed as that of many of our competitors. Many of our

competitors have substantially greater financial, technical and market resources, greater name recognition and more established relationships in the industry. We may lack the financial and other resources, expertise or capability needed to capture increased market share in this environment in the future.

ANY INTERRUPTIONS IN, OR DEGRADATION OF, OUR PRIVATE TRANSIT INTERNET CONNECTIONS COULD RESULT IN THE LOSS OF CUSTOMERS OR HINDER OUR ABILITY TO ATTRACT NEW CUSTOMERS. Our customers rely on our ability to move their digital content as efficiently as possible to the people accessing their Web sites and Internet applications. We utilize our direct private transit Internet connections to major backbone providers as a means of avoiding congestion and resulting performance degradation at public Internet exchange points. We rely on these telecommunications network suppliers to maintain the operational integrity of their backbones so that our private transit Internet connections operate effectively.

INCREASED COSTS ASSOCIATED WITH OUR PRIVATE TRANSIT INTERNET CONNECTIONS COULD RESULT IN THE LOSS OF CUSTOMERS OR SIGNIFICANT INCREASES IN OPERATING COSTS. Our private transit Internet connections are already more costly than alternative arrangements commonly utilized to move Internet traffic. If providers increase the pricing associated with utilizing their bandwidth, we may be required to identify alternative methods to distribute our customers' digital content. We cannot assure you that our customers will continue to be willing to pay the higher costs associated with direct private transit or that we could effectively move to another network approach. If we were unable to access alternative networks to distribute our customers' digital content on a cost- effective basis or to pass any additional costs on to our customers, our operating costs would increase significantly.

IF WE ARE UNABLE TO MAINTAIN EXISTING AND DEVELOP ADDITIONAL RELATIONSHIPS WITH INTERNET APPLICATION SOFTWARE VENDORS, THE SALE, MARKETING AND PROVISION OF OUR INTERNET APPLICATION SERVICES MAY BE UNSUCCESSFUL. We believe that to penetrate the market for Web site and Internet application hosting and management services we must maintain existing and develop additional relationships with industry-leading Internet application software vendors and other third parties. We license or lease select software applications from Internet application software vendors. The loss of our ability to continually obtain and utilize any of these applications could materially impair our ability to provide services to our customers or require us to obtain substitute software applications of lower quality or performance standards or at greater cost. In addition, because we generally license applications on a non-exclusive basis, our competitors may license and utilize the same software applications. In fact, many of the companies with which we have strategic relationships currently have, or could enter into, similar license agreements with our competitors or prospective competitors. We cannot assure you that software applications will continue to be available to us from Internet application software vendors on commercially reasonable terms. If we are unable to identify and license software applications which meet our targeted criteria for new application introductions, we may have to discontinue or delay introduction of services relating to these applications.

WE PURCHASE FROM A LIMITED NUMBER OF SUPPLIERS KEY COMPONENTS OF OUR INFRASTRUCTURE, INCLUDING NETWORKING EQUIPMENT. We cannot assure you that we will have the necessary hardware or parts on hand or that our suppliers will be able to provide them in a timely manner in the event of equipment failure. Our dependency to obtain and continue to maintain the necessary hardware or parts on a timely basis could result in sustained equipment failure and a loss of revenue due to customer loss or claims for service credits under our service level guarantees.

Our inability to scale our infrastructure or manage our customer growth and the related expansion of our operations could result in decreased revenue and continued operating losses. In order to service our customer base, we will need to continue to improve and expand our network infrastructure. Our ability to continue to meet the needs of a substantial number of customers while maintaining superior performance is largely unproven. If our network infrastructure is not scalable, we may not be able to provide our services to additional customers, which would result in decreased revenue.

OUR CUSTOMER BASE INCLUDES A SIGNIFICANT NUMBER OF DOT.COM BUSINESSES THAT FACE INCREASED RISK OF LOSS OF FUNDING DEPENDING UPON THE AVAILABILITY OF PRIVATE AND/OR PUBLIC FUNDING. Many of our customers are small start-up Internet based businesses that have traditionally been initially funded by venture capital firms and then through public securities offerings. If the market for technology and Internet based businesses is not supported by the private investors who have funded these customers, we face the risk that these customers may cease, curtail or limit Web site operations hosted by us. We have experienced and may continue to experience a loss of revenue associated with these customers and will then have to increase sales to other businesses using the Internet in order to preserve and grow our revenue.

YOU MAY EXPERIENCE DILUTION BECAUSE OF OUR RECENT FINANCING ARRANGEMENTS WITH CFS AND CMGI. The financing arrangement, as of October 29, 2001, with CFS and CMGI includes terms that allow CFS and CMGI at their discretion, to convert the debt obligation of $65 million into our common stock at a conversion price of $0.26 per share, subject to our stockholder approval. This conversion would increase the number of shares of our common stock issued by approximately 250 million shares. In addition, we may pay a portion of interest due to CFS and all interest due to CMGI with our common shares. Moreover, if additional funds are raised through the issuance of additional equity or convertible debt securities, your percentage of ownership in us will be reduced and you may experience additional dilution. In certain circumstances, if we issue equity or convertible debt securities at values below those provided to CFS, we must issue CFS additional shares of our common stock which will further dilute existing stockholders.

OUR NETWORK INFRASTRUCTURE COULD FAIL, WHICH WOULD IMPAIR OUR ABILITY TO PROVIDE GUARANTEED LEVELS OF SERVICE AND COULD RESULT IN SIGNIFICANT OPERATING LOSSES. To provide our customers with guaranteed levels of service, we must operate our network infrastructure 24 hours a day, seven days a week without interruption. In order to operate in this manner, we must protect our network infrastructure, equipment and customer files against damage from human error, natural disasters, unexpected equipment failure, power loss or telecommunications failures, sabotage or other intentional acts of vandalism. Even if we take precautions, the occurrence of a natural disaster, equipment failure or other unanticipated problem at one or more of our data centers could result in interruptions in the services we provide to our customers. We cannot assure you that our disaster recovery plan will address all, or even most, of the problems we may encounter in the event of such a disaster.

We have experienced service interruptions in the past, and any future service interruptions could: require us to spend substantial amounts of money to replace equipment or facilities; entitle customers to claim service credits under our service level guarantees; cause customers to seek damages for losses incurred; or make it more difficult for us to attract new customers, retain current customers or enter into additional strategic relationships. Any of these occurrences could result in significant operating losses.

THE MISAPPROPRIATION OF OUR PROPRIETARY RIGHTS COULD RESULT IN THE LOSS OF OUR COMPETITIVE ADVANTAGE IN THE MARKET. We rely on a combination of trademark, service mark, copyright and trade secret laws and contractual restrictions to establish and protect our proprietary rights. We do not own any patents that would prevent or inhibit competitors from using our technology or entering our market. We cannot assure you that the contractual arrangements or other steps taken by us to protect our proprietary rights will prove sufficient to prevent misappropriation of our proprietary rights or to deter independent, third-party development of similar proprietary assets. In addition, we provide our services in other countries where the laws may not afford adequate protection for our proprietary rights.

THIRD-PARTY INFRINGEMENT CLAIMS AGAINST OUR TECHNOLOGY SUPPLIERS, CUSTOMERS OR US COULD RESULT IN DISRUPTIONS IN SERVICE, THE LOSS OF CUSTOMERS OR COSTLY AND TIME-CONSUMING LITIGATION. We license or lease most technologies used in the Internet application services that we offer. Our technology suppliers may become subject to third-party infringement or other claims and assertions, which could result in their inability or unwillingness to continue to license their technology to us. We expect that we and our customers increasingly will be subject to third-party infringement claims as the number of Web sites and third-party service providers for Web-based businesses grows. In addition, we have received notices alleging that our service marks infringe the trademark rights of third parties. We cannot assure you that third parties will not assert claims against us in the future or that these claims will not be successful. Any infringement claim as to our technologies or services, regardless of its merit, could result in delays in service, installation or upgrades, the loss of customers or costly and time-consuming litigation, or require us to enter into royalty or licensing agreements.

THE LOSS OF KEY OFFICERS, KEY MANAGEMENT AND OTHER PERSONNEL COULD IMPAIR OUR ABILITY TO SUCCESSFULLY EXECUTE OUR BUSINESS STRATEGY, BECAUSE WE SUBSTANTIALLY RELY ON THEIR EXPERIENCE AND MANAGEMENT SKILLS, OR COULD JEOPARDIZE OUR ABILITY TO CONTINUE TO PROVIDE SERVICE TO OUR CUSTOMERS. We believe that the continued service of key personnel, including Tricia Gilligan, our President and Chief Executive Officer, is a key component of the future success of our business. None of our key officers or personnel is currently a party to an employment agreement with us. This means that any officer or employee can terminate his or her relationship with us at any time. In addition, we do not carry life insurance for any of our key personnel to insure our business in the event of their death. In addition, the loss of key members of our sales and marketing teams or key technical service personnel could jeopardize our positive relations with our customers. Any loss of key technical personnel would jeopardize the stability of our infrastructure and our ability to provide the guaranteed service levels our customers expect. On July 31, 2001, we initiated a reduction in force eliminating 126 full-and part-time employees, representing approximately 25 percent of our total staff. We also announced the departure of 7 of 13 vice presidents, in the areas of sales, human resources, international, strategic planning, managed services, marketing and technology planning, as well as our general counsel. In addition, since July 31, 2001, Joel B. Rosen, our then Chief Executive Officer, and Kenneth W. Hale, our then Chief Financial Officer, have left our company. We cannot assure you that future reductions or departures will not occur.

IF WE FAIL TO ATTRACT OR RETAIN SKILLED PERSONNEL, OUR ABILITY TO PROVIDE WEB SITE AND INTERNET APPLICATION MANAGEMENT AND TECHNICAL SUPPORT MAY BE LIMITED, AND AS A RESULT, WE MAY BE UNABLE TO ATTRACT CUSTOMERS. Our business requires individuals with significant levels of Internet application expertise, in particular to win consumer confidence in outsourcing the hosting and management of mission-critical applications. Qualified technical personnel are likely to remain a limited resource for the foreseeable future. We may not be able to retain or hire the necessary

personnel to implement our business strategy or may need to provide higher compensation to such personnel than we currently anticipate.

ANY FUTURE ACQUISITIONS WE MAKE OF COMPANIES OR TECHNOLOGIES MAY RESULT IN DISRUPTIONS TO OUR BUSINESS OR DISTRACTIONS OF OUR MANAGEMENT DUE TO DIFFICULTIES IN ASSIMILATING ACQUIRED PERSONNEL AND OPERATIONS. Our business strategy contemplates future acquisitions of complementary technologies. If we do pursue additional acquisitions, our risks may increase because our ongoing business may be disrupted and management's attention and resources may be diverted from other business concerns. In addition, through acquisitions, we may enter into markets or market segments in which we have limited prior experience.

ONCE WE COMPLETE AN ACQUISITION, WE WILL FACE ADDITIONAL RISKS. These risks include: difficulty assimilating acquired operations, technologies and personnel; inability to retain management and other key personnel of the acquired business; and changes in management or other key personnel that may harm relationships with the acquired business's customers and employees. We cannot assure you that any acquisitions will be successfully identified and completed or that, if one or more acquisitions are completed, the acquired business, assets or technologies will generate sufficient revenue to offset the associated costs or other adverse effects.

ANY FUTURE DIVESTITURES WE MAKE OF COMPANIES OR TECHNOLOGIES MAY RESULT IN DISRUPTIONS TO OUR BUSINESS OR DISTRACTIONS OF OUR MANAGEMENT DUE TO DIFFICULTIES DISASSIMILATING PERSONNEL, TECHNOLOGIES OR OPERATIONS. Our business strategy may include divestiture of certain technologies. If we do pursue divestitures, our risks may increase because our ongoing business may be disrupted and management's attention and resources may be diverted from other business concerns.

THE EMERGENCE AND GROWTH OF A MARKET FOR OUR INTERNET APPLICATION SERVICES WILL BE IMPAIRED IF THIRD PARTIES DO NOT CONTINUE TO DEVELOP AND IMPROVE THE INTERNET INFRASTRUCTURE. The recent growth in the use of the Internet has caused frequent periods of performance degradation, requiring the upgrade of routers and switches, telecommunications links and other components forming the infrastructure of the Internet-by-Internet service providers and other organizations with links to the Internet. Any perceived degradation in the performance of the Internet as a means to transact business and communicate could undermine the benefits and market acceptance of our Web site and Internet application hosting and management services. Our services are ultimately limited by, and dependent upon, the speed and reliability of hardware, communications services and networks operated by third parties. Consequently, the market for our Internet application services will be impaired if improvements are not made to the entire Internet infrastructure to alleviate overloading and congestion.

WE COULD BE SUBJECT TO INCREASED OPERATING COSTS, AS WELL AS CLAIMS, LITIGATION OR OTHER POTENTIAL LIABILITY, IN CONNECTION WITH RISKS ASSOCIATED WITH INTERNET SECURITY AND THE SECURITY OF OUR SYSTEMS. A significant barrier to the growth of e-commerce and communications over the Internet has been the need for secure transmission of confidential information. Several of our Internet application services utilize encryption and authentication technology licensed from third parties to provide the protections necessary to ensure secure transmission of confidential information. We also rely on security systems designed by third parties and the personnel in our network operations centers to secure those data centers. Any unauthorized access, computer viruses, accidental or intentional actions and other disruptions could result in increased operating costs. For example, we may incur additional significant costs to protect against these interruptions and the threat of security breaches or to alleviate problems caused by such interruptions or breaches, and we expect to expend additional financial resources in the future to equip our data centers with enhanced security measures. If a third party were able to misappropriate a consumer's personal or proprietary information, including credit card information, during the use of an application solution provided by us, we could be subject to claims, litigation or other potential liability.

WE MAY BECOME SUBJECT TO BURDENSOME GOVERNMENT REGULATION AND LEGAL UNCERTAINTIES THAT COULD SUBSTANTIALLY IMPAIR OUR BUSINESS OR EXPOSE US TO UNANTICIPATED LIABILITIES. It is likely that laws and regulations directly applicable to the Internet or to Internet application service providers may be adopted. These laws may cover a variety of issues, including user privacy and the pricing, characteristics and quality of products and services. The adoption or modification of laws or regulations relating to commerce over the Internet could substantially impair the growth of our business or expose us to unanticipated liabilities. Moreover, the applicability of existing laws to the Internet and Internet application service providers is uncertain. These existing laws could expose us to substantial liability if they are found to be applicable to our business. For example, we provide services over the Internet in many states in the United States and elsewhere and facilitate the activities of our customers in such jurisdictions. As a result, we may be required to qualify to do business, be subject to taxation or be subject to other laws and regulations in these jurisdictions, even if we do not have a physical presence, employees or property there.

WE MAY BE SUBJECT TO LEGAL CLAIMS IN CONNECTION WITH THE INFORMATION DISSEMINATED THROUGH OUR NETWORK, WHICH COULD HAVE THE EFFECT OF DIVERTING MANAGEMENT'S ATTENTION AND REQUIRE US TO EXPEND SIGNIFICANT FINANCIAL RESOURCES. We may face potential direct and indirect liability for claims of defamation, negligence, copyright, patent or trademark infringement, violation of securities laws and other claims based on the nature and content of the materials disseminated through our network. For example, lawsuits may be brought against us claiming that content

distributed by some of our current or future customers may be regulated or banned. In these and other instances, we may be required to engage in protracted and expensive litigation that could have the effect of diverting management's attention and require us to expend significant financial resources. Our general liability insurance may not necessarily cover any of these claims or may not be adequate to protect us against all liability that may be imposed.

In addition, on a limited number of occasions in the past, businesses, organizations and individuals have sent unsolicited commercial e-mails from servers hosted at our facilities to a number of people, typically to advertise products or services. This practice, known as spamming, can lead to complaints against service providers that enable such activities, particularly where recipients view the materials received as offensive. We have in the past received, and may in the future receive, letters from recipients of information transmitted by our customers objecting to such transmission. Although we prohibit our customers by contract from spamming, we cannot assure you that our customers will not engage in this practice, which could subject us to claims for damages.

THE MARKET PRICE OF OUR COMMON STOCK MAY EXPERIENCE EXTREME PRICE AND VOLUME FLUCTUATIONS. The market price of our common stock may fluctuate substantially due to a variety of factors, including: any actual or anticipated fluctuations in our financial condition and operating results; public announcements concerning us or our competitors, or the Internet industry; the introduction or market acceptance of new service offerings by us or our competitors; changes in industry research analysts' earnings estimates; changes in accounting principles; sales of our common stock by existing stockholders; and the loss of any of our key personnel.

In addition, the stock market has experienced extreme price and volume fluctuations. The market prices of the securities of technology and Internet-related companies have been especially volatile. This volatility often has been unrelated to the operating performance of particular companies. In the past, securities class action litigation often has been brought against companies that experience volatility in the market price of their securities. Whether or not meritorious, litigation brought against us could result in substantial costs and a diversion of management's attention and resources.

IN THE EVENT WE WERE TO CHANGE OUR BUSINESS STRATEGY WHEREBY THE FACILITY COMPONENT OF OUR SERVICE DELIVERY WOULD BE OUTSOURCED TO DATA CENTERS OWNED BY THIRD PARTIES RATHER THAN NAVISITE AND ARE NOT SUCCESSFUL, OUR BUSINESS COULD BE MATERIALLY ADVERSELY AFFECTED. We are currently evaluating our business model whereby we would provide integrated managed hosting services in data centers owned by third parties in addition to our own data centers. We believe that this approach could augment our existing management expertise, software and operating processes with third-party infrastructure and geographic reach. The evaluation is in the preliminary stages, and the outcome is uncertain at this point in time, however, in the event we pursue such a strategy, this new business strategy may not be successful due to failures of such third-party data center providers. We would rely on these providers to supply critical components of our business, and we may not have direct control over the facility or any of these components. We may not be able to attract new customers or renew current customers as such customers may require us to own the facility being utilized. If the third-party data center providers are inadequate or if our present or potential customers prefer that we own the data centers, our business could be materially adversely affected.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our exposure to market risk primarily relates to interest rates related to our cash and cash equivalents and our fixed rate long term debt. As of April 30, 2002, we had approximately $27.9 million in cash and cash equivalents primarily invested in money market accounts which bear interest at market rates. As of April 30, 2002, we had approximately $65 million of fixed rate convertible debt with CMGI and CFS. Interest rate changes affect the fair value of this fixed rate debt but do not impact earnings or cash flows. We estimate that a one percentage point decrease or increase in interest rates would increase or decrease the fair value of the debt by $2.2 million or $2.1 million, respectively.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

Not applicable.

Item 2. Changes in Securities and Use of Proceeds

(c) Recent Sales of Unregistered Securities

On November 8, 2001, in connection with an agreement dated October 29, 2001 among NaviSite, CMGI, Inc. (CMGI) and Compaq Financial Services Corporation (CFS), a wholly-owned subsidiary of Compaq Computer Corporation, we purchased certain equipment

previously leased by NaviSite from CFS under operating lease agreements expiring through 2003 in exchange for a note payable in the face amount of approximately $35 million. Additionally, we received $20 million and $10 million in cash from CFS and CMGI, respectively, in exchange for six-year convertible notes payable in the face amounts of $20 million and $10 million to CFS and CMGI, respectively, making the total notes payable issued by NaviSite to CFS and CMGI approximately $55 million and $10 million, respectively. The notes require payment of interest only, at 12% per annum, for the first three years from the date of issuance and then repayment of principal and interest, on a straight-line basis, over the next three years until maturity on the sixth anniversary of the date of issuance. At NaviSite's option, we may make interest payments (i) 100% in shares of NaviSite common stock, in the case of amounts owed to CMGI, through December 2007 and (ii) approximately 16.67% in shares of NaviSite common stock, in the case of amounts owed to CFS, through December 2003. The convertible notes payable are secured by substantially all of the assets of NaviSite and cannot be prepaid.

The principal balances may be converted into NaviSite common stock at the option of the holders at any time prior to or at maturity at a conversion rate of $0.26 per share. CMGI also converted its $80 million in aggregate principal outstanding under its existing notes payable, plus the accrued interest thereon, into approximately 14,724,481 shares of NaviSite common stock. CMGI also converted approximately $16.2 million in other amounts due by NaviSite to CMGI into approximately 9,905,419 shares of NaviSite common stock.

Holders of the convertible notes payable are entitled to both demand and "piggyback" registration rights, and CFS is entitled to anti-dilution protection under certain circumstances. The agreement with CFS also contains certain restrictive covenants, including but not limited to limitations on the issuance of additional debt, the sale of equity securities to affiliates and certain acquisitions and dispositions of assets.

On April 1, 2002, NaviSite paid $300,000 in accrued interest owed to CMGI under a convertible note by issuing to CMGI 1,094,891 shares of NaviSite common stock. Also on April 1, 2002, NaviSite paid $275,522 in accrued interest owed to CFS under a convertible note by issuing to CFS 1,005,553 shares of NaviSite common stock.

The convertible notes and the shares of NaviSite common stock issued as interest payments under the convertible notes were issued in reliance upon the exemptions from registration under Section 4(2) of the Securities Act and Regulation D promulgated thereunder, relative to sales by an issuer not involving a public offering. No underwriters were involved in the sale of these securities.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

None.

(b) Reports on Form 8-K

None.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NAVISITE, INC.

Date: June 14, 2002

By /s/ Kevin Lo

Kevin Lo
Chief Financial Officer
(Principal Financial and
Chief Accounting Officer)