

NAVISITE INC  
Form NT 10-K  
October 29, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC File Number: 000-27597

CUSIP Number: 63935M 10 9

(Check One):             Form 10-K             Form 20-F             Form 11-K  
                               Form 10-Q             Form N-SAR            Form N-CSR

For Period Ended: July 31, 2004

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

Full Name of Registrant: NaviSite, Inc. Former Name if Applicable: Not applicable. Address of Principal Executive Office (Street and number): 400 Minuteman Road City, State and Zip Code: Andover, Massachusetts 01810

**PART II RULES 12b-25 (b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- x (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

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

The registrant has substantially completed its Form 10-K for the fiscal year ended July 31, 2004. The registrant's Form 10-K could not be filed within the prescribed period as the audit of the registrant's financial statements is not complete. On October 28, 2004, the registrant's independent registered public accounting firm, KPMG LLP, advised the registrant that it has not completed its audit of the registrant's consolidated financial statements for the year ended July 31, 2004 because it has not completed its assessment of the disclosures regarding the registrant's fiscal 2004 significant acquisition of substantially all of the assets and liabilities of Surebridge, Inc., acquired on June 10, 2004. KPMG has advised the registrant that it needs additional time and information to complete its audit.

PART IV OTHER INFORMATION

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

John J. Gavin, Jr., Chief Financial Officer  
(978) 946-8300

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

Yes       No

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

Yes       No

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

NaviSite, Inc.

(Name of Registrant as Specified in Charter)

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

Date: October 29, 2004

By: /s/ John J. Gavin, Jr

Name: John J. Gavin, Jr.

Title: Chief Financial Officer