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ATLANTIC INVESTORS LLC
Form SC 13D/A
February 02, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
Amendment No. 8

NAVISITE, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

63935M109

(CUSIP Number)

Guy N. Molinari
Heller Ehrman LLP
7 Times Square, Times Square Tower
40th Floor
New York, NY 10036
(212) 832-8300

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

February 1, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 63935M109

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) Atlantic Investors, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS* OO
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7	SOLE VOTING POWER 15,095,828
8	SHARED VOTING POWER 0
9	SOLE DISPOSITIVE POWER 15,095,828
10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 15,095,828
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 48.8%
14	TYPE OF REPORTING PERSON (see Instructions) OO

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INTRODUCTION:

This Amendment No. 8 to Schedule 13D (the "Amendment") is being filed by Atlantic Investors, LLC (the "Reporting Person") to disclose the disposition of some of the shares of the Common Stock of NaviSite, Inc. (the "Issuer") held by the Reporting Person in connection with the exercise of an over-allotment option held by the underwriters for an underwritten public offering of the Issuer's Common Stock in which the Reporting Person participated (the "Offering").

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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- (a) As of February 1, 2007, the Reporting Person in the aggregate beneficially owned 15,095,828 shares of the Issuer's Common Stock, representing approximately 48.8% of the outstanding Common Stock (based on 30,949,479 shares outstanding following the Offering as reported by the Issuer in the final prospectus for the Offering filed with the Securities and Exchange Commission (the "Commission") on January 19, 2007 pursuant to Rule 424 under the Securities Act of 1933, as amended).

- (c) As previously disclosed, the Reporting Person granted to the underwriters for the Offering the right to purchase 1,260,651 shares of the Issuer's Common Stock to cover over-allotments in the Offering at a purchase price of \$4.21875 per share. The underwriters for the Offering exercised their over-allotment option in full and closed the purchase of the over-allotment shares on February 1, 2007.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2007

ATLANTIC INVESTORS, LLC
a Delaware Limited Liability Company

By: Madison Technology LLC, a Managing Member

By: /s/ Arthur Becker

Name: Arthur Becker
Title: Managing Member

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