

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/20/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VITALSTREAM, INC.		10/12/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Internap Network Services Corporation		
Street Address:	250 WILLIAMS ST., STE. E-100		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30303		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2650274	MEDIACONSOLE	
CORRESPONDENCE DATA			
Fax Number:	(770)804-0900		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	770-804-9030		
Email:	rfrohwein@sentrylg.com		
Correspondent Name:	Robert J. Frohwein		
Address Line 1:	Two Ravinia Drive, Suite 700		
Address Line 4:	Atlanta, GEORGIA 30346		
NAME OF SUBMITTER:	Robert J. Frohwein		
Signature:	/rob frohwein/		
Date:	06/05/2009		

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Total Attachments: 11

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INTERNAP NETWORK SERVICES CORP

FORM 8-K

(Current report filing)

Filed 02/26/07 for the Period Ending 02/20/07

Address	250 WILLIAMS STREET SUITE E100 ATLANTA, GA 30303
Telephone	404-302-9700
CIK	0001056386
Symbol	INAP
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 20, 2007

Internap Network Services Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-31989
(Commission File Number)

91-2145721
(IRS Employer
Identification Number)

250 Williams Street, Atlanta, GA
(Address of principal executive offices)

30303
(Zip Code)

Registrant's telephone number, including area code: (404) 302-9700

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On February 20, 2007, pursuant to an Agreement and Plan of Merger, dated October 12, 2006 (the "Merger Agreement") by and among the Company, a wholly-owned subsidiary of the Company ("Merger Sub"), and VitalStream Holdings, Inc. ("VitalStream"), Merger Sub merged with VitalStream, which became a wholly-owned subsidiary of the Company (the "Merger"). Pursuant to the terms of the Merger Agreement, the Company will issue 0.5132 shares of its common stock for each outstanding share of VitalStream common stock. In addition, the Company assumed VitalStream's stock options which were outstanding immediately prior to the effective time of the Merger.

Jack Waterman, who was CEO of VitalStream prior to the Merger, will not remain as an employee of either VitalStream or the Company following the Merger.

The foregoing description of the Merger Agreement and the description contained in the press release filed as Exhibit 99.1 to this report are both qualified in their entirety by reference to the Merger Agreement, a copy of which is filed as Exhibit 2.1 to this report and incorporated by reference herein.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

VitalStream, which became a wholly owned subsidiary of the Company as a result of the Merger is a party to that certain Loan and Security Agreement, dated October 7, 2004, with Comerica Bank (the "Loan Agreement") pursuant to which the Bank may extend up to an aggregate of \$4,000,000 in credit to VitalStream. Comerica Bank has waived the consent requirement under the Loan Agreement with respect to the Merger, subject to the condition that the Company enter into definitive loan documentation with Comerica Bank as a co-borrower or guarantor within 30 days from the date of the Merger.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The financial statements required by Item 9.01(a) of Form 8-K will be filed by amendment no later than 71 calendar days after the date this report on Form 8-K must be filed.

(b) Pro Forma Financial Information.

The pro forma financial information required by Item 9.01(b) of Form 8-K will be filed by amendment no later than 71 calendar days after the date this report on Form 8-K must be filed.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger by and among Internap Network Services Corporation, Ivy Acquisition Corp. and VitalStream Holdings, Inc., dated October 12, 2006 (incorporated by reference to Exhibit 2.1 of Form 8-K, filed on October 12, 2006) †
99.1	Press Release issued by Internap, dated February 20, 2007

† Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company hereby undertakes to furnish supplementally copies of any of the omitted schedules and exhibits upon request by the Securities and Exchange Commission.

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Signatures

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

INTERNAP NETWORK SERVICES
CORPORATION

Date: February 23, 2007

By: /s/ David A. Buckel
David A. Buckel, Chief Financial Officer

EXHIBIT INDEX

99.1 Press Release, dated February 20, 2007



Internap Completes Acquisition of VitalStream

—Each Announces Stockholder Approvals—

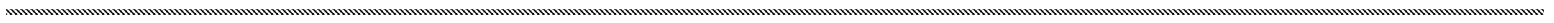
ATLANTA, GA and COSTA MESA, CA —February 20, 2007— Internap Network Services Corporation (NASDAQ: INAP) and VitalStream Holdings, Inc. (NASDAQ:VSTH) today announced that each company’s respective stockholders provided the approvals necessary to complete Internap’s acquisition of VitalStream and that the transaction has been completed.

The acquisition will allow Internap to facilitate the accelerated growth of VitalStream’s global platform, which enables the delivery of rich media and includes streaming audio and video services. The addition of VitalStream’s content monetization and advertising solutions also enhances Internap’s portfolio of IP and data center services and meets the increasing demands of businesses looking to transform Web-based content and assets into revenue.

Based on the preliminary tally of shares voted at a special meeting of Internap stockholders, approximately 99.90% of the shares of Internap common stock present and voting at the special meeting (in person or by proxy) voted in favor of Internap’s issuance to VitalStream’s stockholders of approximately 12.2 million shares of Internap’s common stock in connection with the transaction. The number of shares that voted to approve the issuance of shares of Internap’s common stock represents approximately 61.42% of the total number of shares of Internap common stock outstanding and entitled to vote as of December 29, 2006, the record date for the special meeting.

Based on the preliminary tally of shares voted at a special meeting of VitalStream stockholders, approximately 99.95% of the shares of VitalStream common stock present and voting at the special meeting (in person or by proxy) voted in favor of VitalStream’s merger with Internap. The number of shares that voted to approve the merger represents approximately 74.58% of the total number of shares of VitalStream common stock outstanding and entitled to vote as of December 29, 2006, the record date for the special meeting.

VitalStream has notified the NASDAQ Global Select Market of the closing of the transaction and expects that no further trading in VitalStream stock will occur and that its shares will no longer be listed. Internap has appointed American Stock Transfer as exchange agent, and, as soon as practicable, will mail a letter of



transmittal and instructions to all VitalStream stockholders of record. The letter of transmittal and instructions will contain information on how to surrender stock certificates representing shares of VitalStream common stock in exchange for certificates representing shares of Internap common stock. The exchange will be based upon a ratio of .5132 shares of Internap common stock issued for each share of VitalStream common stock owned, and stockholders will be paid cash in lieu of fractional shares. VitalStream's stockholders of record should wait until they receive the letter of transmittal before surrendering their stock certificates. Stockholders who hold shares through a bank or broker will not have to take any action to have their shares converted into Internap shares as such conversions will be handled by the bank or broker.

"The completion of the transaction to acquire VitalStream marks yet another milestone in our disciplined approach to transform Internap and return value through both strategic and organic initiatives," said James P. DeBlasio, chief executive officer of Internap. "By replicating the VitalStream platform, we can extend our global reach and acquire new customers, particularly those that need streaming media services. Furthermore, Internap is positioned to offer our existing customers a more robust, integrated solution that no other company can."

DeBlasio added, "The addition of VitalStream's employees also creates the ideal combination of innovation and technical expertise that strengthens Internap's hallmark premium customer service. This ultimately allows us to offer the strongest, most comprehensive portfolio for businesses that depend on the Internet— all backed by the best minds in the industry."

The acquisition results in Internap holding a market leadership position delivering streaming media content and will facilitate the company's ability to generate organic growth via cross-selling opportunities for streaming media and on-line advertising segments to its 3000 enterprise customers. Internap now has approximately 450 employees, including a direct sales team of 135 with experience re-selling CDN and streaming media services.

Internap expects to provide an update on its integration with VitalStream during its year-end and fourth quarter 2006 conference call on March 1st at 5:00 PM EST.

About Internap

Internap is a market leader of intelligent route control solutions that bring reliability, performance and security to the Internet, and a global provider of integrated content delivery services that enable businesses to stream digital media to large audiences over the Internet. The company provides patented and patent-pending technologies that address the inherent weaknesses of the Internet, enabling enterprises to take full advantage of the benefits of deploying business-critical applications such as e-commerce, VoIP, and audio/video across IP networks. The company provides additional solutions, including video and audio streaming, advertising placement, reporting and analysis, live event broadcasting, media asset management, integrated Web hosting and consulting services. Internap currently serves more than 3,000 customers throughout North America, Europe, Asia and Australia. For more information, please visit the company web site at www.internap.com.

Internap and VitalStream are trademarks of Internap Network Services Corporation and a wholly owned subsidiary, respectively. All other trademarks and brands are the property of their respective owners.

Forward Looking Statements

Certain information included in this press release constitutes forward-looking statements within the meaning of the

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Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, including, among others, statements regarding the acceleration of growth, the expansion of Internap's services and global reach, the acquisition of new customers, the offering of the strongest, most comprehensive portfolio for business that depend on the Internet and the ability to generate organic growth via cross-selling opportunities, are forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that actual results may differ materially from those contemplated by forward-looking statements. The achievement of any anticipated benefits from the transaction are subject to significant risks and uncertainties. Many important factors that may affect Internap's and the combined company's business, results of operations and financial condition include, but are not limited to, our ability to sustain profitability; the ability to successfully integrate the operations of Internap and VitalStream; our ability to compete against existing and future competitors; pricing pressures; our ability to respond successfully to the evolution of the high performance Internet connectivity and services industry; our ability to respond successfully to technological change; our ability to deploy new access points in a cost-efficient manner; the availability of services from Internet network service providers or network service providers providing network access loops and local loops on favorable terms or at all; failure of third party suppliers to deliver their products and services on favorable terms or at all; failures in our network operations centers, network access points or computer systems; fluctuations in our operating results; our ability to secure adequate funding; the incurrence of additional restructuring charges; our ability to operate in light of restrictions in our credit facility, including our ability to maintain ratios set forth in the credit facility; our ability to attract and retain qualified personnel; our ability to protect ourselves and our customers from security breaches; our ability to protect our intellectual property; our ability to successfully complete future acquisitions and integrate the acquired businesses; risks associated with international operations; claims relating to intellectual property rights; government regulation of the Internet; the dilutive effects of our stock price due to outstanding stock options and warrants; future sales of stock; effects of natural disasters or terrorist activity; and volatility of our stock price.

Our Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K and other Securities and Exchange Commission filings discuss the foregoing risks as well as other important risk factors that could contribute to such differences or otherwise affect our business, results of operations and financial condition. The forward-looking statements in this release speak only as of the date they are made. We undertake no obligation to revise or update publicly any forward-looking statement for any reason.

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