

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

FORM 3

OMB APPROVAL  
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person\*

Morgan Stanley Venture Capital III, Inc.(1)

-----  
(Last) (First) (Middle)

1221 Avenue of the Americas

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(Street)

New York NY 10020

-----  
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

9/28/99  
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3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

InterNAP Network Services Corporation (INAP)  
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5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director X 10% Owner  
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Officer (give title below) Other (specify below)  
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6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

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x Form filed by More than One Reporting Person  
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Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
----- Common Stock	9,259,259	I(2)	Through Partnerships

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

(Over)  
SEC 1473 (7-97)

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conver- sion or Exercise Price of Derivative Security	5. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of In- direct Benefi- cial Owner- ship (Instr. 5)
	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares			

Explanation of Responses:

(1) Please see attached Joint Filer Information.

/s/ Stephanie Holmes

September 28, 1999

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\*\*Signature of Reporting Person

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Date

By: Stephanie Holmes, authorized signatory for Morgan Stanley Dean Witter & Co. and Assistant Secretary of Morgan Stanley Venture Capital III, Inc. institutional managing member of the Funds.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Joint Filer Information

Each of the following joint filers has designated Morgan Stanley Venture Capital III, Inc. ("MSVC III, Inc.") as the "Designated Filer" for purposes of Item 1 of the attached Form 3:

- (1) Morgan Stanley Dean Witter & Co. ("MSDW")  
1585 Broadway  
New York, New York 10036
- (2) Morgan Stanley Venture Partners III, L.L.C. ("MSVP III, L.L.C.")  
1221 Avenue of the Americas  
New York, New York 10020
- (3) Morgan Stanley Venture Partners III, L.P. ("MSVP III, L.P.")  
1221 Avenue of the Americas  
New York, New York 10020
- (4) The Morgan Stanley Venture Partners Entrepreneur Fund, L.P.  
("Entrepreneur Fund")  
1221 Avenue of the Americas  
New York, New York 10020
- (5) Morgan Stanley Venture Investors III, L.P. ("MSVI", and,  
together with MSVP III, L.P. and the Entrepreneur Fund,  
the "Funds")  
1221 Avenue of the Americas  
New York, New York 10020

Issuer & Ticker Symbol: InterNAP Network Services Corporation (INAP)

Date of Event Requiring Statement: 9/28/99

Signature: /s/ Stephanie Holmes

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By: Stephanie Holmes, authorized signatory for  
MSDW and Assistant Secretary of MSVC III, Inc.,  
institutional managing member of MSVP III, L.L.C.,  
the General Partner of MSVP III, L.P., the Entrepreneur  
Fund and MSVI