

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 29, 1999
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INTERNAP NETWORK SERVICES CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

WASHINGTON 7374 91-1896926
(STATE OR OTHER JURISDICTION OF (PRIMARY STANDARD INDUSTRIAL (I.R.S. EMPLOYER
INCORPORATION OR ORGANIZATION) CLASSIFICATION CODE NUMBER) IDENTIFICATION NUMBER)

601 UNION STREET, SUITE 1000
SEATTLE, WASHINGTON 98101
(206) 441-8800
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

ANTHONY C. NAUGHTIN
PRESIDENT AND CHIEF EXECUTIVE OFFICER
INTERNAP NETWORK SERVICES CORPORATION
601 UNION STREET, SUITE 1000
SEATTLE, WASHINGTON 98101
(206) 441-8800
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

COPIES TO:

CHRISTOPHER W. WRIGHT, ESQ.
DOUGLAS H. HAEUBER, ESQ.
H. MARLOW GREEN, ESQ.
COOLEY GODWARD LLP
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KIRKLAND, WA 98033-7355
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MORRISON & FOERSTER LLP
755 PAGE MILL ROAD
PALO ALTO, CA 94304-1018
(650) 813-5652

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
As soon as practicable after the Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-84035

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement number for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d)

under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1) (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (3)	AMOUNT OF REGISTRATION FEE
Common Stock, \$.001 par value per share.....	920,000	\$20.00	\$18,400,000	\$5,116(4)

- (1) Includes 120,000 shares which the underwriters have the option to purchase to cover over-allotments, if any.
- (2) Does not include 10,005,000 shares of Common Stock previously registered for which the registration fee has previously been paid.
- (3) The proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the proposed offering price for the shares of Common Stock offered hereby.
- (4) Calculated pursuant to Rule 457(a).

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement filed under the Securities Act of 1933, as amended, by InterNAP Network Services Corporation (the "Company") with the Securities and Exchange Commission (the "Commission") hereby incorporates by reference the contents of the Registration Statement on Form S-1, as amended, (File No. 333-84035) relating to the offering of up to 10,005,000 shares of Common Stock of the Company initially filed on July 29, 1999.

CERTIFICATION

The Company hereby certifies to the Commission that it has instructed its bank to pay the Commission the filing fee of \$5,116 for the additional securities being registered hereby as soon as practicable (but in any event no later than the close of business on September 29, 1999); that it will not revoke such instructions; that it has sufficient funds in the relevant account to cover the amount of the filing fee; and that it undertakes to confirm receipt of such instructions by the bank on September 29, 1999.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Seattle, State of Washington, on the 29th day of September, 1999.

INTERNAP NETWORK SERVICES CORPORATION

By: _____
 Anthony C. Naughtin
 Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

SIGNATURE -----	TITLE -----	DATE -----
* ----- Anthony C. Naughtin	Chief Executive Officer and President (Principal Executive Officer)	September 29, 1999
/s/ PAUL E. MCBRIDE ----- Paul E. McBride	Vice President and Chief Financial Officer (Principal Finance and Accounting Officer)	September 29, 1999
* ----- Eugene Eidenberg	Chairman of the Board	September 29, 1999
* ----- William J. Harding	Director	September 29, 1999
* ----- Frederic W. Harman	Director	September 29, 1999
* ----- Robert J. Lunday, Jr.	Director	September 29, 1999
* ----- Kevin L. Ober	Director	September 29, 1999
* ----- Robert D. Shurtleff, Jr.	Director	September 29, 1999
By: /s/ PAUL E. MCBRIDE ----- Paul E. McBride (Attorney-in-Fact)		

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EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
5.1	Opinion of Cooley Godward LLP.
23.1	Consent of Counsel (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
24.1+	Power of Attorney.
27.1	Financial Data Schedule.

+ Incorporated by reference to the Signature Page of the Company's Registration Statement on Form S-1 (File No. 333-84035) initially filed on July 29, 1999.

[COOLEY GODWARD LLP LETTERHEAD]

September 29, 1999

InterNAP Network Services Corporation
601 Union Street, Suite 1000
Seattle, WA 98101

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by InterNAP Network Services Corporation (the "Company") of a Registration Statement on Form S-1 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") covering an underwritten public offering of up to ten million nine hundred twenty five thousand (10,925,000) shares of Common Stock (the "Common Stock").

In connection with this opinion, we have (i) examined and relied upon the Registration Statement and related Prospectus, the Company's Articles of Incorporation, as amended, and Bylaws, as currently in effect, and the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below; (ii) assumed that the Amended and Restated Articles of Incorporation, as set forth in Exhibit 3.2 of the Registration Statement, shall have been duly approved and filed with the office of the Washington Secretary of State; and (iii) that the shares of Common Stock will be sold by the Underwriters at a price established by the Pricing Committee of the Board of Directors of the Company.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Common Stock, when sold and issued in accordance with the Registration Statement and related Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

COOLEY GODWARD LLP

By: /s/ CHRISTOPHER W. WRIGHT

Christopher W. Wright

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the use of our reports dated April 2, 1999 relating to the financial statements and financial statement schedule of InterNAP Network Services Corporation in this Registration Statement on Form S-1 for the registration of 920,000 shares of common stock, which incorporates by reference the Registration Statement on Form S-1 (No. 333-84035) and the related prospectus of InterNAP Network Services Corporation declared effective September 29, 1999. We also consent to the reference to us under the headings "Experts" and "Selected Financial Data" in such Registration Statement.

PricewaterhouseCoopers LLP

Seattle, Washington
September 27, 1999

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