

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

InterNAP Network Services Corporation

(Exact name of registrant as specified in its charter)

Washington

91-896926

(State of incorporation or organization)

(I.R.S. Employer
Identification No.)

601 Union Street, Suite 1000, Seattle, WA

98101

(Address of principal executive offices)

(Zip Code)

Securities Act Registration Statement and Number to which the form
relates: 333-84035

If this Form relates to the registration of a class of
securities pursuant to Section 12(b) of the Exchange
Act and is effective pursuant to General Instruction
A.(c), please check the following box. []

If this Form relates to the registration of a class of
securities pursuant to Section 12(g) of the Exchange
Act and is effective pursuant to General Instruction
A.(d), please check the following box. [X]

Securities Act registration statement file number to which this form
relates: 333-84035

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to
be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

None

N/A

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value

(Title of class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the Common Stock to be registered hereunder is
contained in the section entitled "Description of Capital Stock," commencing at
page 64 of the Prospectus included in the Registrant's Form S-1 Registration
Statement, as amended, No. 333-84035 (the "Registration Statement") first filed
with the Securities and Exchange Commission (the "Commission") on July 29, 1999
and is incorporated herein by reference.

ITEM 2. EXHIBITS.

Each of the following exhibits to this registration statement has been filed as an exhibit to the Registration Statement (as defined above) and is incorporated herein by reference:

Exhibit Number	Description
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3.1	Amended and Restated Articles of Incorporation of InterNAP, as amended.
3.2	Form of Amended and Restated Articles of Incorporation to be filed upon the closing of the offering made pursuant to this Registration Statement.
3.3	Bylaws of InterNAP, as currently in effect.
3.4	Form of Amended and Restated Bylaws of InterNAP to be filed upon the closing of the offering made pursuant to this Registration Statement.
4.1	Specimen Common Stock Certificate.
10.12	Form of Stock Purchase Warrant.
10.13	Preferred Stock Purchase Warrant, dated December 15, 1998, between Registrant and Bob Kingsbook.
10.14	Preferred Stock Purchase Warrant, dated September 1, 1998, between Registrant and Phoenix Leasing Incorporated.
10.15	Preferred Stock Purchase Warrant, dated May 5, 1998, between Registrant and First Portland Corporation.
10.16	Preferred Stock Purchase Warrant, dated December 24, 1998, between Registrant and Robert Shurtleff, Jr.
10.17	Amended and Restated Investor Rights Agreement, dated January 28, 1999.
10.18	Shareholders Agreement, dated October 1, 1997.

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3

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

InterNAP Network Services
Corporation

(Registrant)

Date: September 3, 1999

By: /s/Paul E. McBride

Paul E. McBride
Chief Financial Officer and
Vice President of Finance

2.