

ATLANTIC INVESTORS LLC
Form SC 13D/A
February 03, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 14)*

NAVISITE, INC.
(Name of Issuer)

COMMON STOCK (PAR VALUE \$0.01 PER SHARE)
(Title of Class of Securities)

63935M109
(CUSIP Number)

Madison Technology LLC
654 Madison Avenue, Suite 1609
New York, NY 10021
(212) 355 3400
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

February 1, 2011
(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 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 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 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).



1 NAME OF REPORTING PERSON:

Atlantic Investors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

7 SOLE VOTING POWER:

13,841,028

NUMBER OF
SHARES

8 SHARED VOTING POWER:

0

OWNED BY EACH
REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER:

13,841,028

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

13,841,028

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

36.7%

14 TYPE OF REPORTING PERSON:

OO

1 NAME OF REPORTING PERSON:

Madison Technology LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

7 SOLE VOTING POWER:

248,021

8 SHARED VOTING POWER:

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER:

248,021

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

248,021

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.66%

14 TYPE OF REPORTING PERSON:

OO

1 NAME OF REPORTING PERSON:

Arthur Becker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

USA

7 SOLE VOTING POWER:

1,875,536

8 SHARED VOTING POWER:

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER:

1,875,536

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,875,536

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

4.76%

14 TYPE OF REPORTING PERSON:

IN

1 NAME OF REPORTING PERSON:

Unicorn Worldwide Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

British Virgin Islands

7 SOLE VOTING POWER:

13,841,028

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER:

0

9 SOLE DISPOSITIVE POWER:

13,841,028

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

13,841,028

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

36.7%

14 TYPE OF REPORTING PERSON:

CO

INTRODUCTION:

This Amendment to the Schedule 13D filed by the Reporting Persons, as previously amended (“Schedule 13D”), is being filed to amend Items 6 and 7 as set forth below.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

Item 6 is amended as of the date hereof by adding the following:

On February 1, 2011 the Issuer entered into a Merger Agreement with Time Warner Cable, Inc. Subject to its terms and conditions, if such agreement is approved by the requisite vote of stockholders of the Issuer, among other things, stockholders of all issued and outstanding shares of the Issuer’s Common Stock would at the effective time of such merger (the “Merger”) receive in cash merger consideration of \$5.50 per share of Common Stock. Pursuant to, and on the terms and conditions of a Voting Agreement with Time Warner Cable (the “Voting Agreement”, the form of which is included as an Exhibit, and which is incorporated here by this reference), each of Atlantic Investors LLC and Arthur Becker has agreed to vote for approval of the Merger.

Item 7. Materials to Be Filed as Exhibits

99.1 Joint Filing Agreement, dated as of October 20, 2010, among the Reporting Persons; incorporated by reference to Amendment No. 13 to the Schedule 13D, dated October 20, 2010

99.2 Form of Voting Agreement

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 3, 2011

ATLANTIC INVESTORS, LLC,
a Delaware limited liability company

By: Unicorn Worldwide Holdings Limited, a Managing
Member

By: /s/ Simon McNally
Name: Simon McNally
Title: Director

MADISON TECHNOLOGY LLC,
a Delaware limited liability company

By: /s/ Arthur Becker
Name: Arthur Becker
Title: Managing Member

/s/ Arthur Becker
Arthur Becker

UNICORN WORLDWIDE HOLDINGS LIMITED,
a corporation organized under the laws of the British Virgin Islands

By: /s/ Simon McNally
Name: Simon McNally
Title: Director
