Internap Corp Form 4 February 24, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue.

See Instruction

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(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** DOTTS KEVIN M | | | Symbol | nd Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---------------|----------------|--|---------------------------|--|---------------|--------------|--|
| | | | Internap Corp [] | [NAP] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest | Γransaction | | | | |
| | | | (Month/Day/Year) | | Director | | | |
| ONE RAVINIA DRIVE, SUITE | | | 02/20/2015 | | _X_ Officer (give | ` . | | |
| 1300 | | | | | below) | below) CFO | | |
| | | | | | | | | |
| | (Street) | | 4. If Amendment, I | Date Original | 6. Individual or Jo | oint/Group F | iling(Check | |
| | | | Filed(Month/Day/Ye | ar) | Applicable Line) | | | |
| ATLANTA, GA 30346 | | | _X_ Form filed by One Reporting Form filed by More than One Person | | | | | |
| (City) | (State) | (Zip) | Table I - Non- | Derivative Securities Acq | uired, Disposed of | f, or Benefic | cially Owned | |
| 1.Title of | 2. Transactio | n Date 2A. Dee | emed 3. | 4. Securities Acquired | 5. Amount of | 6. | 7. Nature | |

| | Tuble 1 Tion Berrial to Becarines required, Disposed on, or Benericany Symbol | | | | | | | | ij O Wilcu |
|-------------------------------|---|---|-----------------------------------|-------------------------------|---|-------------|--|---|---|
| 1.Title of | 2. Transaction Date | | 3. | 4. Securit | | • | 5. Amount of | 6. | 7. Nature of |
| Security (Instr. 3) | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | on(A) or Dis (Instr. 3, 4) | | ` ′ | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial Ownership (Instr. 4) |
| Restricted Common Stock (1) | 02/20/2015 | | A | 19,777 | A | \$ 0 (2) | 128,989 | D | |
| Restricted Common Stock | 02/21/2015 | | F(3) | 1,606 | D | \$ 9.04 | 127,383 | D | |

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

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SEC 1474

(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | erivative Expiration Date eccurities (Month/Day/Year) cquired (A) Disposed of O) nstr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|--|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 9.04 | 02/20/2015 | | A | 64,424 | <u>(4)</u> | 02/19/2025 | Common Stock | 64,424 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| DOTTS KEVIN M | | | | | | | |
| ONE RAVINIA DRIVE | | | CFO | | | | |
| SUITE 1300 | | | CrO | | | | |
| ATLANTA, GA 30346 | | | | | | | |

Signatures

/s/ Tashia L. Rivard, by Power of Attorney 02/24/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares of restricted stock shall vest annually in four equal installments beginning on the first anniversary of the grant date.
- (2) The restricted common stock was awarded in an exempt transaction pursuant to Rule 16b-3(d) of the Securities Exchange Act of 1934, as amended.
- (3) Shares withheld to satisfy minimum statutory tax obligations on vesting of restricted stock.
- (4) The options shall vest as follows: 25% on the first anniversary of the grant date and in 36 equal monthly installments thereafter.

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.

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