

Internap Corp  
Form 4  
February 23, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bell Peter George

(Last) (First) (Middle)

ONE RAVINIA DRIVE, SUITE  
1300

(Street)

ATLANTA, GA 30346

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Internap Corp [INAP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP, Global Sales

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Restricted Common Stock	02/20/2016		F <sup>(1)</sup>		900	D	\$ 2.11
Restricted Common Stock <sup>(2)</sup>	02/22/2016		A		22,326	A	\$ 0 <sup>(3)</sup>
Restricted Common Stock <sup>(4)</sup>	02/22/2016		A		22,163	A	\$ 0 <sup>(3)</sup>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

**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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 2	02/22/2016		A	66,359	<u>(5)</u> 02/21/2026	Common Stock	66,359

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bell Peter George ONE RAVINIA DRIVE SUITE 1300 ATLANTA, GA 30346			SVP, Global Sales	

## Signatures

/s/ Tashia L. Rivard, by Power of Attorney  
02/22/2016  
\*\*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) Shares withheld to satisfy minimum statutory tax obligations on vesting of restricted stock.
- (2) The shares of restricted stock shall vest annually in four equal installments beginning on the first anniversary of the grant date.
- (3) 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.
- (4) The shares of restricted stock shall vest in three installments: 30% will vest on August 30, 2016, 30% will vest on February 28, 2017 and 40% will vest on August 30, 2017.

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(5) 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.

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