

# Homayoun

# Reference 28

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ACCESSION NUMBER: 0000912057-99-010346  
CONFORMED SUBMISSION TYPE: S-1  
PUBLIC DOCUMENT COUNT: 17  
FILED AS OF DATE: 19991222

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: DIRECT HIT TECHNOLOGIES INC  
CENTRAL INDEX KEY: 0001092756  
STANDARD INDUSTRIAL CLASSIFICATION: [ ]  
IRS NUMBER: 043417999  
STATE OF INCORPORATION: DE  
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: S-1  
SEC ACT:  
SEC FILE NUMBER: 333-93377  
FILM NUMBER: 99778949

BUSINESS ADDRESS:

STREET 1: 888 WORCHESTER STREET  
STREET 2: SUITE 340  
CITY: WELLESLEY  
STATE: MA  
ZIP: 02181  
BUSINESS PHONE: 7812357570

MAIL ADDRESS:

STREET 1: 888 WORCESTER STREET  
STREET 2: SUITE 340  
CITY: WELLESLEY  
STATE: MA  
ZIP: 02482

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 22, 1999

REGISTRATION NO. 333-

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REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

-----  
DIRECT HIT TECHNOLOGIES, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<TABLE>		<C>
<S>	DELAWARE	7375
<C>		
04-3417999		
(STATE OR OTHER JURISDICTION		(PRIMARY STANDARD INDUSTRIAL
(I.R.S. EMPLOYER		
OF INCORPORATION OR ORGANIZATION)		CLASSIFICATION CODE NUMBER)
IDENTIFICATION NUMBER)		
</TABLE>		

-----  
DIRECT HIT TECHNOLOGIES, INC.  
888 WORCESTER STREET, SUITE 340  
WELLESLEY, MASSACHUSETTS 02482  
(781) 235-7570  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

-----  
MICHAEL CASSIDY, PRESIDENT AND CHIEF EXECUTIVE OFFICER  
DIRECT HIT TECHNOLOGIES, INC.  
888 WORCESTER STREET, SUITE 340  
WELLESLEY, MASSACHUSETTS 02482  
(781) 235-7570  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,  
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

-----  
COPIES TO:

<TABLE>		<C>
<S>	MARK J. MACENKA, ESQ.	MARK L. JOHNSON, ESQ.
	JOHN M. MUTKOSKI, ESQ.	RICHARD G. COSTELLO, ESQ.
	DANIEL L. FURMAN, ESQ.	FOLEY, HOAG & ELIO
TESTA, HURWITZ & THIBEAULT, LLP		ONE POST OFFICE SQ
125 HIGH STREET		BOSTON, MASSACHUSETTS 02
BOSTON, MASSACHUSETTS 02110		(617) 832-1000
(617) 248-7000		
</TABLE>		

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: As soon as  
practicable after this registration statement becomes effective.

list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / / \_\_\_\_\_

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 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 statement 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, check the following box. / / \_\_\_\_\_

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CALCULATION OF REGISTRATION FEE

&lt;TABLE&gt;  
&lt;CAPTION&gt;

AMOUNT OF	TITLE OF EACH CLASS OF	PROPOSED MAXIMUM
REGISTRATION FEE	SECURITIES TO BE REGISTERED	AGGREGATE
&lt;S&gt;		OFFERING PRICE (1)
&lt;C&gt;		&lt;C&gt;
	Common Stock, \$.001 par value.....	\$57,500,000.00
\$15,180.00		

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended. Includes the offering price attributable to shares that the underwriters have the option to purchase from the registrant solely to cover over-allotments, if any.

-----  
THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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&lt;PAGE&gt;

EXPLANATORY NOTE

This registration statement contains two forms of prospectus: (a) one prospectus to be used in connection with an offering in the United States and

&lt;PAGE&gt;

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES, AND WE ARE NOT SOLICITING OFFERS TO BUY THESE SECURITIES, IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

&lt;PAGE&gt;

SUBJECT TO COMPLETION, DATED DECEMBER 22, 1999

[DIRECT HIT TECHNOLOGIES, INC. LOGO]

SHARES

COMMON STOCK

Direct Hit Technologies, Inc. is offering shares of its common stock. This is our initial public offering and no public market currently exists for our shares. We have applied to have our common stock approved for quotation on the Nasdaq National Market under the symbol "DHIT." We anticipate that the initial public offering price will be between \$ and \$ per share.

-----  
INVESTING IN OUR COMMON STOCK INVOLVES RISKS.  
SEE "RISK FACTORS" BEGINNING ON PAGE 5.  
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&lt;TABLE&gt;  
&lt;CAPTION&gt;

	PER SHARE	TOTAL
	-----	-----
	&lt;C&gt;	
&lt;S&gt;		
&lt;C&gt;		
Public Offering Price.....	\$	\$
Underwriting Discounts and Commissions.....	\$	\$
Proceeds to Direct Hit.....	\$	\$

THE SECURITIES AND EXCHANGE COMMISSION AND STATE SECURITIES REGULATORS HAVE NOT APPROVED OR DISAPPROVED THESE SECURITIES, OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

We have granted the underwriters a 30-day option to purchase up to an additional shares of common stock to cover over-allotments.

ROBERTSON STEPHENS

THOMAS WEISEL PARTNERS LLC

SOUNDVIEW TECHNOLOGY GROUP

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