

AKAMAI TECHNOLOGIES INC
Form 4
January 22, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SAGAN PAUL

2. Issuer Name and Ticker or Trading Symbol
AKAMAI TECHNOLOGIES INC
[AKAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

AKAMAI TECHNOLOGIES INC, 8
CAMBRIDGE CENTER

01/21/2014

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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 (D) Price | | | |
| Common Stock, par value \$.01 per share | 01/21/2014 | | M | 25,162 | A \$ 0 | 436,205 | D | |
| Common Stock, par value \$.01 per share | 01/21/2014 | | M | 18,843 | A \$ 0 | 455,048 | D | |
| Common Stock, par value \$.01 | 01/21/2014 | | M | 4,100 | A \$ 0 | 459,148 | D | |

per share

Common
Stock, par
value \$.01
per share

130,663 I ⁽¹⁾

See note

Common
Stock, par
value \$.01
per share

6 I

See note ⁽²⁾

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

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SEC 1474
(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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units ⁽³⁾ | \$ 0 | 01/21/2014 | | A | 42,157 | ⁽⁴⁾ | ⁽⁵⁾ | Common Stock | 42,157 |
| Restricted Stock Units ⁽⁶⁾ | \$ 0 | 01/21/2014 | | A | 35,689 | ⁽⁷⁾ | ⁽⁵⁾ | Common Stock | 35,689 |
| Restricted Stock Units ⁽⁸⁾ | \$ 0 | 01/21/2014 | | A | 7,766 | ⁽⁹⁾ | ⁽⁵⁾ | Common Stock | 7,766 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAGAN PAUL AKAMAI TECHNOLOGIES INC | X | | | |

8 CAMBRIDGE CENTER
CAMBRIDGE, MA 02142

Signatures

/s/ Paul Sagan

01/22/2014

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) Held by the Paul Sagan Revocable Trust. Mr. Sagan disclaims beneficial ownership of shares held by such trust except to the extent of his pecuniary interest therein.
- (2) Held in trust on behalf of Mr. Sagan's children.
- (3) Each Restricted Stock Unit ("RSU") represents the right to receive one share of common stock upon vesting.
Vesting of such RSUs was dependent on Akamai's achievement of a specified normalized earnings per share target for fiscal year 2012 and certain designated mission critical goals. To the extent such targets were met, the RSUs vest in two equal 50% installments on the second and third anniversaries of the grant date.
- (4) Vesting of such RSUs was dependent on Akamai's achievement of a specified normalized earnings per share target for fiscal year 2012 and certain designated mission critical goals. To the extent such targets were met, the RSUs vest in two equal 50% installments on the second and third anniversaries of the grant date.
- (5) Not applicable.
- (6) Each Restricted Stock Unit ("RSU") represents the right to receive one share of Akamai common stock.
- (7) RSUs vest in three 33% annual installments on the first, second and third anniversaries of the date of grant.
- (8) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
- (9) RSUs vest over three years in three equal 1/3 installments on each of January 19, 2012, 2013 and 2014.

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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