

GOLDMAN SACHS MANAGEMENT GP GMBH

Form 4

June 12, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)

85 BROAD ST,

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Limelight Networks, Inc. [LLNW]

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	30,273,393	I	See footnotes (1) (2) (3)

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

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information contained in this form are not
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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)**

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified stock options (right to buy)	\$ 4.99	06/10/2009		A	40,000	<u>(4)</u> 06/10/2019	Common Stock	40,000
Non-qualified stock options (right to buy)	\$ 3.05					<u>(5)</u> 06/12/2018	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		
GSCP V ADVISORS, LLC 85 BROAD STREET NEW YORK, NY 10004		X		
GSCP V OFFSHORE ADVISORS LLC 85 BROAD STREET NEW YORK, NY 10004		X		
GS ADVISORS V LLC 85 BROAD STREET NEW YORK, NY 10004		X		
GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000		X		
GS CAPITAL PARTNERS V FUND LP 85 BROAD STREET NEW YORK, NY 10004		X		
		X		

GS CAPITAL PARTNERS V OFFSHORE FUND LP
85 BROAD STREET
NEW YORK, NY 10004

GS CAPITAL PARTNERS V GmbH & CO KG
85 BROAD STREET
NEW YORK, NY 10004

X

GS Capital Partners V Institutional L P
85 BROAD ST
NEW YORK, NY 10004

X

Signatures

/s/ Yvette Kasic,
Attorney-in-Fact 06/12/2009

Signature of Reporting Person Date

/s/ Yvette Kasic,
Attorney-in-Fact 06/12/2009

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Attorney-in-Fact 06/12/2009

Signature of Reporting Person Date

/s/ Yvette Kasic,
Attorney-in-Fact 06/12/2009

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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Capital Partners V Fund, L.P. ("GS Capital"), GS Capital Partners V Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners V GmbH & Co. KG ("GS Germany"), GS Capital Partners V Institutional, L.P. ("GS Institutional" and, together with GS Capital, GS Offshore and GS Germany, the "Funds") (GS Group, Goldman Sachs, GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH and the Funds, collectively, the "Reporting Persons").

(2) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 900 shares of Limelight Networks, Inc.'s (the "Company") common stock, par value \$0.001 per share (the "Common Stock"). GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 30,272,493 shares of the Company's Common Stock by reason of the direct ownership of Common Stock by the Funds. Affiliates of GS Group are the general partner, managing general partner or managing partner of the Funds. Goldman Sachs is a wholly-owned subsidiary of GS Group. GS Group and Goldman Sachs each disclaims beneficial ownership of the shares of Common Stock owned by the Funds except to the extent of its pecuniary interest therein.

(3) GS Capital beneficially owns directly and its general partner, GSCP Advisors, may be deemed to beneficially own indirectly 15,940,283 shares of Common Stock. GSCP Offshore beneficially owns directly and its general partner, GSCP Offshore Advisors, may be deemed to beneficially own indirectly 8,234,087 shares of Common Stock. GS Institutional beneficially owns directly and its general partner, GS Advisors, may be deemed to beneficially own indirectly 5,466,153 shares of Common Stock. GS Germany beneficially owns directly and its general partner, GS GmbH, may be deemed to beneficially own indirectly 631,970 shares of Common Stock.

(4) The options to purchase 40,000 shares of Common Stock were granted pursuant to the Company's 2007 Equity Incentive Plan, consisting of 20,000 options granted to Joseph H. Gleberman and 20,000 options granted to Peter J. Perrone, each a managing director of Goldman Sachs, in their capacity as directors of the Company. Each grant of 20,000 options is fully vested and exercisable on the day prior to the Company's 2010 annual shareholder meeting (but in no event later than December 31, 2010), subject to continued board service through such date. Each of Joseph H. Gleberman and Peter J. Perrone has an understanding with GS Group pursuant to which he holds such options for the benefit of GS Group.

(5) These options were granted pursuant to the Company's 2007 Equity Incentive Plan, consisting of 20,000 options granted to Joseph H. Gleberman and 20,000 options granted to Peter J. Perrone, each a managing director of Goldman Sachs, in their capacity as directors of the Company. Each grant of 20,000 options is fully vested and exercisable on the day prior to the Company's 2009 annual shareholder meeting (but in no event later than December 31, 2009), subject to continued board service through such date. Each of Joseph H. Gleberman and Peter J. Perrone has an understanding with GS Group pursuant to which he holds such options for the benefit of GS Group.

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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