

AKAMAI TECHNOLOGIES INC

Form 4

February 10, 2017

**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 \*  
**MCCONNELL RICK M**

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)  
**02/09/2017**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
 President Prods & Development

**C/O AKAMAI TECHNOLOGIES,  
 INC., 150 BROADWAY**

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|---|
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|---|

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| Security<br>(Instr. 3)                      | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                     |                    |                 |                                     |
|---|---|-------------------------|--------------------|--|------------------|------------------|---------------------|--------------------|-----------------|-------------------------------------|
|   |   |                         | Code               | V  | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | \$ 0  | 02/09/2017              | A                  |  | 23,492           |                  | <sup>(2)</sup>      | 02/11/2020         | Common<br>Stock | 23,492                              |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | \$ 0  | 02/09/2017              | A                  |  | 46,984           |                  | <sup>(3)</sup>      | 02/12/2020         | Common<br>Stock | 46,984                              |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | \$ 0  | 02/09/2017              | A                  |  | 23,492           |                  | <sup>(4)</sup>      | 02/14/2020         | Common<br>Stock | 23,492                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| MCCONNELL RICK M<br>C/O AKAMAI TECHNOLOGIES, INC.<br>150 BROADWAY<br>CAMBRIDGE, MA 02142 | President Prods<br>& Development |

## Signatures

/s/ James H Hammons, Jr, by power of attorney 02/10/2017

\_\_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) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.

(2) RSUs vest over three years as follows: 33% on each of February 9, 2018, 2019 and 2020.

Vesting of such RSUs is dependent on Akamai's achievement of a specified financial performance targets for each of 2017, 2018 and 2019. To the extent such targets are met, the RSUs will vest on the date the company's financial results for 2019 are certified. Amount reported is maximum issuable.

(4) Vesting of such RSUs is dependent on the relative cumulative total shareholder return of Akamai's common stock as compared to the S&P 500 Information Technology Index for 2017, 2018 and 2019. To the extent the company's total shareholder return exceeds specified target percentile rankings within such index, the RSUs will vest in full on the date the company's financial results for 2019 are certified. Amount reported is maximum issuable.

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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