

Wheaton William  
Form 4  
February 12, 2018

# 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wheaton William

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)  
02/08/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Strategy Officer

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)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/09/2018		M		3,290	A	\$ 0	35,902	D
Common Stock	02/11/2018		M		4,303	A	\$ 0	40,205	D
Common Stock	02/12/2018		M		2,368	A	\$ 0	42,573	D

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

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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/08/2018		A	14,722	<sup>(2)</sup> 02/09/2021	Common Stock	14,722
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/08/2018		A	14,722	<sup>(3)</sup> 02/10/2020	Common Stock	14,722
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/08/2018		A	7,361	<sup>(4)</sup> 02/22/2018	Common Stock	7,361
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/09/2018		M	4,802	<sup>(5)</sup> 02/11/2020	Common Stock	4,802
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/11/2018		M	6,241	<sup>(6)</sup> 02/12/2020	Common Stock	6,241
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/12/2018		M	2,368	<sup>(7)</sup> 02/12/2019	Common Stock	2,368

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wheaton William C/O AKAMAI TECHNOLOGIES, INC. 150 BROADWAY CAMBRIDGE, MA 02142	Chief Strategy Officer

## Signatures

/s/ James H Hammons, Jr., by power of attorney 02/12/2018

\_\_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.

Vesting of such RSUs is dependent on Akamai's achievement of a specified financial performance targets for each of 2018, 2019 and

(2) 2020. To the extent such targets are met, the RSUs will vest on the date the company's financial results for 2020 are certified. Amount reported is target amount issuable.

(3) Vests as follows: 1/3 on each of February 8, 2019, 2020 and 2021.

Vesting of such RSUs is dependent on the relative cumulative total shareholder return of Akamai's common stock as compared to the

(4) S&P 500 Information Technology Index for 2018, 2019 and 2020. 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 2020 are certified. Amount reported is target issuable.

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

(6) Vests as follows: 1/3 on each of February 11, 2017, 2018 and 2019.

(7) Vested in full on February 12, 2018.

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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