

MBD Advisors, L.L.C.
Form 4
December 07, 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 *
GOLDMAN SACHS GROUP INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05-05:00/2017

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

NEW YORK, NY 10282

(City) (State) (Zip)

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

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 Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock	12/05-05:00/2017		S	15,000,000	D	\$ 4.35	15,714,190	I	See footnotes (1) (2) (3) (4) (5) (6)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282				
GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282				
GSCP V ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282				
GSCP V OFFSHORE ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282				
MBD Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282				
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282				
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282				
GS CAPITAL PARTNERS V GMBH & CO. KG 200 WEST STREET NEW YORK, NY 10282				
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 200 WEST STREET				

NEW YORK, NY 10282

GOLDMAN, SACHS MANAGEMENT GP GMBH
 200 WEST STREET
 NEW YORK, NY 10282

Signatures

/s/ Yvette Kusic,
 Attorney-in-fact 12/07-05:00/2017

__Signature of Reporting Person Date

/s/ Yvette Kusic,
 Attorney-in-fact 12/07-05:00/2017

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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. LLC ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), MBD Advisors, L.L.C. ("MBD 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

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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, MBD Advisors, GS GmbH and the Funds, collectively, the "Reporting Persons").

- (2) The selling stockholders, which consisted of GS Capital, GS Offshore, GS Germany and GS Institutional, sold 15,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), of Limelight Networks, Inc. (the "Company") to the underwriters in a registered public offering of shares of Common Stock, pursuant to the final prospectus supplement filed by the Company and dated November 30, 2017, which offering was consummated on December 5, 2017. The sale by the selling stockholders consisted of 7,898,400 shares of Common Stock sold by GS Capital, 4,079,985 shares of Common Stock sold by GS Offshore, 313,140 shares of Common Stock sold by GS Germany and 2,708,475 shares of Common Stock sold by GS Institutional.

- (3) GS Group may be deemed to beneficially own, in the aggregate, 317,695 shares of Common Stock that were granted pursuant to the Amended and Restated 2007 Equity Plan (the "Plan"), consisting of 142,831 restricted stock units granted to Mr. Midle, a vice president of Goldman Sachs, 102,879 restricted stock units that were granted to Joseph H. Gleberman, a former advisory director of Goldman Sachs, and 71,985 restricted stock units that were granted to Peter J. Perrone, a former managing director of Goldman Sachs, each in their capacity as directors of the Company. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. Mr. Midle has an understanding with GS Group pursuant to which such shares are held for the benefit of GS Group.

- (4) GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 15,272,493 shares of the Company's Common Stock by reason of the direct ownership of Common Stock by the Funds. Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 124,002 shares of Common Stock and Goldman Sachs also had open short positions of 1,550 shares of Common Stock, reflecting changes due to exempt transactions. Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner or managing partner of the Funds. Goldman Sachs is the investment manager of certain of the Funds. Goldman Sachs is a 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.

- (5) GS Capital beneficially owns directly and its general partner, GSCP Advisors, may be deemed to beneficially own indirectly 8,041,883 shares of Common Stock. GS Offshore beneficially owns directly and its general partner, GSCP Offshore Advisors, may be deemed to beneficially own indirectly 4,154,102 shares of Common Stock. GS Germany beneficially owns directly and its general partner, GS GmbH, may be deemed to beneficially own indirectly 318,830 shares of Common Stock. GS Institutional beneficially owns directly and its general partner, MBD Advisors, may be deemed to beneficially own indirectly 2,757,678 shares of Common Stock.

- (6) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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