

LEIGHTON F THOMSON
Form 4
February 12, 2018

FORM 4

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

OMB APPROVAL

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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 *
LEIGHTON F THOMSON

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)

C/O AKAMAI TECHNOLOGIES, INC., 150 BROADWAY

02/08/2018

Chief Executive Officer

(Street)

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

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

CAMBRIDGE, MA 02142

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

(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	02/09/2018		M	12,161	A \$ 0	349,393	D	
Common Stock, par value \$.01 per share	02/11/2018		M	12,811	A \$ 0	362,204	D	
Common Stock, par value \$.01	02/12/2018		M	9,314	A \$ 0	371,518	D	

per share

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

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(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 Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 0	02/08/2018		A	54,408	<u>(2)</u> 02/09/2021	Common Stock				5
Restricted Stock Units ⁽¹⁾	\$ 0	02/08/2018		A	54,408	<u>(3)</u> 02/10/2020	Common Stock				5
Restricted Stock Units ⁽¹⁾	\$ 0	02/08/2018		A	27,204	<u>(4)</u> 02/22/2018	Common Stock				2
Restricted Stock Units ⁽¹⁾	\$ 0	02/09/2018		M	17,749	<u>(5)</u> 02/11/2020	Common Stock				1
Restricted Stock Units ⁽¹⁾	\$ 0	02/11/2018		M	23,063	<u>(6)</u> 02/11/2019 ⁽⁷⁾	Common Stock				2
Restricted Stock Units ⁽¹⁾	\$ 0	02/12/2018		M	16,768	<u>(8)</u> <u>(7)</u>	Common Stock				1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEIGHTON F THOMSON C/O AKAMAI TECHNOLOGIES, INC. 150 BROADWAY	X		Chief Executive Officer	

CAMBRIDGE, MA 02142

Signatures

/s/ F. Thomson
Leighton

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) RSUs vest over three years in equal installments on the first, second and third anniversaries of the grant date.
- (7) Not applicable.
- (8) RSUs vest over three years as follows: 33% on each of February 12, 2016, 2017 and 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.