

AKAMAI TECHNOLOGIES INC

Form 4

March 07, 2016

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 if no longer
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 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 *
LEIGHTON F THOMSON

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
AKAMAI TECHNOLOGIES INC
[AKAM]

3. Date of Earliest Transaction
 (Month/Day/Year)
03/03/2016

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 Chief Executive Officer

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 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, par value \$.01 per share	03/03/2016		M	23,347 A	\$ 0 159,385	D	
Common Stock, par value \$.01 per share	02/03/2016		G V	173,889 D	\$ 0 0	I ⁽¹⁾	See note
Common Stock, par value \$.01					2,961,858	I ⁽²⁾	See note

per share

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 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. Amount or Number of Shares
Restricted Stock Units ⁽³⁾	\$ 0	03/03/2016		M	44,094	<u>(4)</u> <u>(5)</u>	Common Stock	44,094

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEIGHTON F THOMSON C/O AKAMAI TECHNOLOGIES, INC. 150 BROADWAY CAMBRIDGE, MA 02142	X		Chief Executive Officer	

Signatures

/s/ James H Hammons, by power of attorney 03/04/2016

 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) Held by the F. Thomson Leighton 2012 Qualified Annuity Trust. Mr. Leighton disclaims beneficial ownership of shares held by such trust except to the extent of his pecuniary interest therein.
- (2) Held by the F. Thomson Leighton and Bonnie B. Leighton Revocable Trust dtd 11/3/99. Mr. Leighton disclaims beneficial ownership of shares held by such trust except to the extent of his pecuniary interest therein.

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- (3) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
- (4) Vesting of such RSUs is dependent on Akamai's achievement of a specified revenue and operating free cash flow targets for fiscal years 2014 and 2015. To the extent such targets are met, the RSUs vest in two equal 50% installments on each of March 3, 2016 and 2017.
- (5) Not applicable.

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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