AKAMAI TECHNOLOGIES INC
Form 424B3
April 10, 2001

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PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED DECEMBER 15, 2000)

FILED PURSUANT TO RULE 424(b)(3)
REGISTRATION NO. 333-45696

AKAMAI TECHNOLOGIES, INC.

$300,000,000 PRINCIPAL AMOUNT OF
5 1/2% CONVERTIBLE SUBORDINATED NOTES
DUE 2007

2,598,077 SHARES OF COMMON STOCK
$0.01 PAR VALUE PER SHARE

The information in this prospectus supplement concerning the selling securityholders supplements the statements set forth under the caption "Selling Securityholders" in the prospectus. Capitalized items used and not defined herein shall have the meanings given to them in the prospectus. The information set forth under the caption "Selling Securityholders" in the prospectus is supplemented as follows:

SELLING SECURITYHOLDERS

We originally sold the convertible notes on June 20, 2000 to Donaldson, Lufkin & Jenrette Securities Corporation, Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc. and Thomas Weisel Partners LLC. The initial purchasers of the convertible notes have advised us that the convertible notes were resold in transactions exempt from the registration requirements of the Securities Act to (1) "qualified institutional buyers," as defined in Rule 144A of the Securities Act, and (2) a limited number of accredited investors in transactions exempt from registration under the Securities Act. These subsequent purchasers, or their transferees, pledgees, donees or successors, may from time to time offer and sell any or all of the convertible notes and/or shares of the common stock issuable upon conversion of the convertible notes pursuant to this prospectus.

The convertible notes and the shares of common stock issuable upon conversion of the convertible notes are being registered in accordance with the registration rights agreement. Pursuant to the registration rights agreement, we are required to file a registration statement with regard to the convertible notes and the shares of our common stock issuable upon conversion of the convertible notes and to keep the registration statement effective until the earlier of:

(1) the sale of all the securities registered pursuant to the registration rights agreement and

(2) the expiration of the holding period applicable to these securities under Rule 144(k) under the Securities Act or any successor provision.

The selling securityholders may choose to sell convertible notes and/or the shares of common stock issuable upon conversion of the convertible notes from time to time. See "Plan of Distribution."

The following table sets forth:

(1) the name of each selling securityholder who has provided us with notice as of the date of this prospectus pursuant to the registration rights agreement that they may intend to sell or otherwise dispose of convertible notes and/or shares of common stock issuable upon conversion of the convertible notes pursuant to the registration statement,

(2) the principal amount of convertible notes and the number of shares of our common stock issuable upon conversion of the convertible notes which they may sell from time to time pursuant to the registration statement, and

(3) the amount of outstanding convertible notes and our common stock

beneficially owned by the selling securityholder prior to the offering, assuming no conversion of the convertible notes.

To our knowledge, no selling securityholder nor any of its affiliates has held any position or office with, been employed by or otherwise has had any material relationship with us or our affiliates, during the three years prior to the date of this prospectus.

A selling securityholder may offer all or some portion of the convertible notes and shares of the common stock issuable upon conversion of the convertible notes. Accordingly, no estimate can be given as to the amount or percentage of convertible notes or our common stock that will be held by the selling securityholders upon termination of sales pursuant to this prospectus. In addition, the selling securityholders identified below may have sold, transferred or disposed of all or a portion of their convertible notes since the date on which they provided the information regarding their holdings in transactions exempt from the registration requirements of the Securities Act.

The information contained under the column heading "Shares That May be Sold" represents shares issuable upon conversion of the principal amount of convertible notes listed and assumes conversion of the full amount of the convertible notes at the initial rate of $115.47 in principal amount of the convertible notes per share of the common stock.

NAME	AMOUNT OF 5 1/2% CONVERTIBLE NOTES THAT MAY BE SOLD	AMOUNT OF 5 1/2% CONVERTIBLE NOTES OWNED BEFORE OFFERING	SHARES THAT MAY BE SOLD	SHA S BEF
AIG/National Union Fire Insurance.....	$ 575,000	$ 575,000	4,980	
AIG SoundShore Opportunity Holding Fund Ltd.	5,250,000	5,250,000	45,466	
AIG SoundShore Strategic Holding Fund Ltd.	4,750,000	4,750,000	41,136	
Alexandra Global Investment Fund I Ltd.....	4,000,000	4,000,000	34,641	
Allstate Insurance Company	1,600,000	1,600,000	13,856	

Alta Partners Holdings, LDC.....	7,000,000	7,000,000	60,622
Argent Classic Convertible Arbitrage Fund (Bermuda) L.P.	3,000,000	3,000,000	25,981
Bank Austria Cayman Island, Ltd.....	3,000,000	3,000,000	25,981
Canyon Capital Arbitrage Master Fund, Ltd.	1,000,000	1,000,000	8,660
Canyon Value Realization (Cayman) Ltd.	8,770,000	8,770,000	75,950
Capital Markets Transactions, Inc. ...	2,000,000	2,000,000	17,321
Chrysler Corporation Master Retirement Trust.....	2,680,000	2,680,000	23,209
CIBC World Markets.....	10,000,000	10,000,000	86,603
Clinton Riverside Convertible Portfolio Limited.....	3,500,000	3,500,000	30,311
Credit Suisse First Boston Corporation.....	15,775,000	15,775,000	136,616
Deephaven Domestic Convertible Trading Ltd.	5,000,000	5,000,000	43,301
Delaware PERS.....	1,825,000	1,825,000	15,805
Delphi Financial Group, Inc.	300,000	300,000	2,598
Deutsche Bank Securities Inc.	72,549,000	72,549,000	628,293
Donaldson, Lufkin & Jenrette Securities Corp.	1,125,000	1,125,000	9,743
First Union Securities Inc.	1,050,000	1,050,000	9,093
Goldman Sachs and Company.....	27,100,000	27,100,000	234,693
GLG Market Neutral Fund.....	22,000,000	22,000,000	190,526
Hull Overseas Ltd.	500,000	500,000	4,330
IBM Retirement Plan.....	250,000	250,000	2,165
ICI American Holdings Trust.....	975,000	975,000	8,444
Island Holdings.....	35,000	35,000	303
Jefferies & Company, Inc.	7,300,000	7,300,000	63,220
JMG Capital Partners, LP.....	3,250,000	3,250,000	28,146
JMG Triton Offshore Fund, Ltd.	13,250,000	13,250,000	114,748
J.M. Hull Associates, L.P.	500,000	500,000	4,330
J.P. Morgan Securities, Inc.	17,500,000	17,500,000	151,555
KBC Financial Products USA Inc.	2,750,000	2,750,000	23,816
Key Asset Management, Inc. as agent for The Victory Convertible Securities Fund.....	700,000	700,000	6,062
Lehman Brothers International (Europe).....	2,000,000	2,000,000	17,321
Massachusetts Mutual Life Insurance Company.....	4,475,000	4,475,000	38,755
MassMutual Corporate Investors.....	1,525,000	1,525,000	13,207
McMahan Securities Co. L.P.	55,000	55,000	476
Morgan Stanley & Co.	15,000,000	15,000,000	129,904
Motion Picture Industry Health Plan -- Active Member Fund.....	320,000	320,000	2,771

NAME	AMOUNT OF 5 1/2% CONVERTIBLE NOTES THAT MAY BE SOLD	AMOUNT OF 5 1/2% CONVERTIBLE NOTES OWNED BEFORE OFFERING	SHARES THAT MAY BE SOLD	SHA S BEF
Motion Picture Industry Health Plan --				

Retiree Member Fund.....	155,000	155,000	1,342
Nalco Chemical Company.....	225,000	225,000	1,949
New York Life Insurance Company.....	7,000,000	7,000,000	60,622
NYSKOPUNARSJODUR.....	50,000	50,000	433
OCM Convertible Limited Partnership...	80,000	80,000	693
OCM Convertible Limited Trust.....	1,185,000	1,185,000	10,262
Pacific Life Insurance Company.....	500,000	500,000	4,330
R(2) Investments, LDC.....	5,000,000	5,000,000	43,301
Robertson Stephens.....	10,000,000	10,000,000	86,603
Sagamore Hill Hub Fund, Ltd.	5,000,000	5,000,000	43,301
San Diego County Employee's Retirement Association.....	250,000	250,000	2,165
St. Albans Partners Ltd.	1,050,000	1,050,000	9,093
Starvest Combined Portfolio.....	700,000	700,000	6,062
State Employees' Retirement Fund of the State of Delaware.....	1,355,000	1,355,000	11,735
State of Connecticut Combined Investment Funds.....	2,995,000	2,995,000	25,937
State of Oregon -- Equity.....	5,900,000	5,900,000	51,096
TCW Group, Inc.	6,140,000	6,140,000	53,174
Tribeca Investments, L.L.C.	27,500,000	27,500,000	238,157
Value Realization Fund, LP.....	6,350,000	6,350,000	54,993
Value Realization Fund B, LP.....	300,000	300,000	2,598
Vanguard Convertible Securities Fund, Inc.	3,330,000	3,330,000	28,839
Zeneca Holdings Trust.....	750,000	750,000	6,495
Zurich HFR Master Hedge Index Ltd. ...	600,000	600,000	5,196

If, after the date of this prospectus, a securityholder notifies us pursuant to the registration rights agreement of its intent to dispose of convertible notes pursuant to the registration statement, we may supplement this prospectus to include that information.

The date of this prospectus supplement is April 10, 2001.