

AKAMAI TECHNOLOGIES INC
 Form 3
 February 17, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Wheaton William (Last) (First) (Middle) C/O AKAMAI TECHNOLOGIES, INC., 150 BROADWAY (Street) CAMBRIDGE, MA 02142 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/03/2016 | 3. Issuer Name and Ticker or Trading Symbol AKAMAI TECHNOLOGIES INC [AKAM] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice Pres., Media | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 33,061 | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock option (right to buy) | Â (1) | 02/08/2020 | Common Stock | 3,922 | \$ 35.42 | D | Â |
| Restricted Stock Units (2) | Â (3) | Â (4) | Common Stock | 2,355 | \$ 0 | D | Â |
| Restricted Stock Units (2) | Â (3) | 02/12/2019 | Common Stock | 4,735 | \$ 0 | D | Â |
| Restricted Stock Units (2) | Â (5) | 02/07/2018 | Common Stock | 21,186 | \$ 0 | D | Â |
| Restricted Stock Units (2) | Â (6) | 02/12/2020 | Common Stock | 18,722 | \$ 0 | D | Â |
| Restricted Stock Units (2) | Â (7) | 07/22/2020 | Common Stock | 5,498 | \$ 0 | D | Â |
| Restricted Stock Units (2) | Â (8) | 02/11/2020 | Common Stock | 37,444 | \$ 0 | D | Â |
| Restricted Stock Units (2) | Â (9) | 02/13/2020 | Common Stock | 21,304 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|-----------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|---|-------|
| | Director | 10% Owner | Officer | | |
| Wheaton William C/O AKAMAI TECHNOLOGIES, INC. 150 BROADWAY CAMBRIDGE, MA 02142 | Â | Â | Â Executive Vice Pres., Media | Â | |

Signatures

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

02/16/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Option vests over three years as follows: 33% on each of February 8, 2014, 2015 and 2016.

(2) Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.

(3) RSUs vest over three years in equal installments on the first, second and third anniversaries of the grant date.

(4) Not applicable.

(5) RSUs vest 50% on the date 2015 financial results are certified in the first quarter of 2016 and 50% on the second anniversary of such date.

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- Vesting of such RSUs is dependent on the relative cumulative total shareholder return of Akamai's common stock as compared to the S&P 500 Information Technology Index for 2016, 2017 and 2018. 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 2018 are certified. Amount reported is maximum issuable.
- (6)
- (7) RSUs vest over three years as follows: 33% on July 22, 2016, with the remaining 67% vesting in equal installments of 8.33% each quarter thereafter.
- Vesting of such RSUs is dependent on Akamai's achievement of specified annual revenue and earnings per share targets for each of fiscal years 2016, 2017 and 2018. To the extent such targets are met, the RSUs will vest in full on the date the company's financial results for 2018 are certified. Amount reported is maximum issuable.
- (8)
- Vesting of such RSUs is dependent on Akamai's achievement of a specified revenue and operating free cash flow targets for fiscal years 2015 and 2016. To the extent such target is met, the RSUs will vest in two equal 50% installments in February 2017 and 2018. Amount reported is maximum issuable.
- (9)

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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