

McGowan Edward J
 Form 3/A
 April 29, 2019

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)

<p>1. Name and Address of Reporting Person *</p> <p>McGowan Edward J</p> <p>(Last) (First) (Middle)</p> <p>C/O AKAMAI TECHNOLOGIES, INC., 150 BROADWAY</p> <p>(Street)</p> <p>CAMBRIDGE, MA 02142</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/01/2019</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AKAMAI TECHNOLOGIES INC [AKAM]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>03/01/2019</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
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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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

				Shares		or Indirect (1) (Instr. 5)	
Restricted Stock Units <u>(1)</u> <u>(2)</u>	Â <u>(3)</u>	02/10/2020	Common Stock	1,671	\$ 0	D	Â
Restricted Stock Units <u>(2)</u>	Â <u>(3)</u>	05/05/2020	Common Stock	3,169	\$ 0	D	Â
Restricted Stock Units <u>(2)</u>	Â <u>(3)</u>	11/01/2021	Common Stock	5,536	\$ 0	D	Â
Restricted Stock Units <u>(2)</u>	Â <u>(4)</u>	03/02/2021	Common Stock	5,760	\$ 0	D	Â
Restricted Stock Units <u>(2)</u>	Â <u>(5)</u>	03/02/2020	Common Stock	5,010	\$ 0	D	Â
Restricted Stock Units <u>(2)</u>	Â <u>(6)</u>	03/03/2021	Common Stock	11,520	\$ 0	D	Â
Restricted Stock Units <u>(2)</u>	Â <u>(7)</u>	02/09/2021	Common Stock	3,841	\$ 0	D	Â
Restricted Stock Units <u>(2)</u>	Â <u>(3)</u>	10/28/2019	Common Stock	1,278	\$ 0	D	Â
Restricted Stock Units <u>(2)</u>	Â <u>(8)</u>	03/01/2021	Common Stock	10,022	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGowan Edward J C/O AKAMAI TECHNOLOGIES, INC. 150 BROADWAY CAMBRIDGE, MA 02142	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ James H Hammons Jr, by power of attorney 04/29/2019

**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) This Form 3 has been amended to reflect all non-derivative holdings of Mr. McGowan at March 1, 2019.
- (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 as follows: 1/3 on the first anniversary of the date of grant with the remaining 2/3 vesting in equal installments of 8-1/3% each quarter thereafter.
- (4)

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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 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) 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 2017, 2018 and 2019. 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 2019 are certified. Amount reported is maximum issuable.

- (6) Vesting of such RSUs is dependent on Akamai's achievement of a specified financial performance targets for each of 2018, 2019 and 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 maximum issuable.

- (7) RSUs in equal amounts on the first, second and third anniversaries of the date of grant.

- (8) Vesting of such RSUs is dependent on Akamai's achievement of a specified financial performance targets for each of 2017, 2018 and 2019. To the extent such targets are met, the RSUs will vest on the date the company's financial results for 2019 are certified. Amount reported is maximum issuable.

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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