

AKAMAI TECHNOLOGIES INC  
Form POSASR  
October 27, 2008

As filed with the Securities and Exchange Commission on October 27, 2008

Registration No. 333-142397

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**AKAMAI TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**04-3432319**  
(I.R.S. Employer Identification Number)

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**8 Cambridge Center**

**Cambridge, Massachusetts 02142**

**(617) 444-3000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Paul Sagan**

**President and Chief Executive Officer**

**8 Cambridge Center**

**Cambridge, Massachusetts 02142**

**(617) 444-3000**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copy to:*

**Melanie Haratunian, Esq.**

**Susan W. Murley, Esq.**

**Akamai Technologies, Inc.**

**Wilmer Cutler Pickering Hale and Dorr LLP**

**8 Cambridge Center**

**60 State Street**

**Cambridge, Massachusetts 02142**

**Boston, Massachusetts 02109**

**Telephone: (617) 444-3000**

**Telephone: (617) 526-6000**

**Telecopy: (617) 444-3001**

**Telecopy: (617) 526-5000**

Approximate date of commencement of proposed sale to the public: Completed

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

On April 26, 2007, the registration statement on Form S-3 (File No. 333-142397) (the Registration Statement ) filed by Akamai Technologies, Inc. (the Company ) with respect to the resale on a continuous or delayed basis of an aggregate of 348,528 shares of common stock, par value \$0.01 per share, of the Company (the Securities ) became effective upon filing with the Securities and Exchange Commission.

The Registration Statement was filed for the benefit of holders of the Securities (the Holders ), who purchased the Securities covered by the Registration Statement in a private placement in connection with the Company s acquisition of Red Swoosh, Inc. (the Transaction ), which closed on April 12, 2007.

The Company agreed with the Holders to keep the Registration Statement effective until the earlier of (i) the date on which all the Securities covered by such Registration Statement had been sold pursuant thereto or (ii) one year after the closing date of the Transaction.

In accordance with such agreement, and in accordance with the Company s undertaking under Regulation S-K Item 512(a)(3), the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to remove from registration all Securities not sold by the Holders pursuant to the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on October 25, 2008.

**AKAMAI TECHNOLOGIES, INC.**

By: /s/ MELANIE HARATUNIAN  
Melanie Haratunian

Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ PAUL SAGAN*	President, Chief Executive Officer and Director (Principal executive officer)	October 25, 2008
<b>Paul Sagan</b>		
/s/ J. DONALD SHERMAN*	Chief Financial Officer (Principal financial and accounting officer)	October 25, 2008
<b>J. Donald Sherman</b>		
/s/ GEORGE H. CONRADES*	Director	October 25, 2008
<b>George H. Conrades</b>		
/s/ MARTIN M. COYNE II*	Director	October 25, 2008
<b>Martin M. Coyne II</b>		
	Director	
<b>C. Kim Goodwin</b>		
/s/ RONALD L. GRAHAM*	Director	October 25, 2008
<b>Ronald L. Graham</b>		
	Director	
<b>Jill A. Greenthal</b>		
	Director	
<b>David Kenny</b>		

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/s/ PETER J. KIGHT\*

Director

October 25, 2008

**Peter J. Kight**

/s/ F. THOMSON LEIGHTON\*

Director

October 25, 2008

**F. Thomson Leighton**

/s/ GEOFFREY A. MOORE\*

Director

October 25, 2008

**Geoffrey A. Moore**

/s/ FREDERIC V. SALERNO\*

Director

October 25, 2008

**Frederic V. Salerno**

/s/ NAOMI O. SELIGMAN\*

Director

October 25, 2008

**Naomi O. Seligman**

\*By: /s/ MELANIE HARATUNIAN  
Melanie Haratunian

Attorney-In-Fact