

GOLDMAN SACHS MANAGEMENT GP GMBH
 Form 4
 June 26, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to 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 *
GOLDMAN SACHS GROUP INC/

2. Issuer Name and Ticker or Trading Symbol
Limelight Networks, Inc. [LLNW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
85 BROAD STREET,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2007

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

NEW YORK,, NY 10004

(City) (State) (Zip)

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

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 (A) 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 | 06/08/2007 | | P | 75 A \$ 22.5 | 30,272,568 | I | See footnotes (1) (2) (3) (4) |
| Common Stock | 06/12/2007 | | S | 75 D \$ 19.81 | 30,272,493 | I | See footnotes (1) (2) (3) (4) |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC/ 85 BROAD STREET NEW YORK, NY 10004 | | X | | |
| GS CAPITAL PARTNERS V FUND LP 85 BROAD STREET NEW YORK, NY 10004 | | X | | |
| GSCP V ADVISORS, LLC 85 BROAD STREET NEW YORK, NY 10004 | | X | | |
| GS CAPITAL PARTNERS V OFFSHORE FUND LP 85 BROAD STREET NEW YORK, NY 10004 | | X | | |
| GSCP V OFFSHORE ADVISORS LLC 85 BROAD STREET NEW YORK, NY 10004 | | X | | |
| GS Capital Partners V Institutional L P 85 BROAD ST NEW YORK, NY 10004 | | X | | |
| GS ADVISORS V LLC 85 BROAD STREET NEW YORK, NY 10004 | | X | | |
| GS CAPITAL PARTNERS V GmbH & CO KG 85 BROAD STREET NEW YORK, NY 10004 | | X | | |

| | |
|---|---|
| GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000 | X |
| GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK,, NY 10004 | X |

Signatures

| | |
|--|------------|
| /s/ Roger S. Begelman, Attorney-in-fact | 06/26/2007 |
| **Signature of Reporting Person | Date |
| /s/ Roger S. Begelman, Attorney-in-fact | 06/26/2007 |
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| /s/ Roger S. Begelman, Attorney-in-fact | 06/26/2007 |
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| /s/ Roger S. Begelman, Attorney-in-fact | 06/26/2007 |
| **Signature of Reporting Person | Date |
| /s/ Roger S. Begelman, Attorney-in-fact | 06/26/2007 |
| **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).

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This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Capital Partners V Fund, L.P. ("GS Capital"), GS Capital Partners V Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners V GmbH & Co. KG ("GS Germany"), GS Capital Partners V Institutional, L.P. ("GS Institutional" and, together with GS Capital, GS Offshore and GS Germany, the "Funds") (GS Group, Goldman Sachs, GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH and the Funds, collectively, the "Reporting Persons").

(1) The securities reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs or an affiliate will remit appropriate profits, if any, to Limelight Networks, Inc. (the "Company").

(2) The Reporting Persons, other than GS Group, disclaim beneficial ownership of the securities owned by Goldman Sachs. Goldman Sachs is a wholly-owned subsidiary of GS Group.

GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 30,272,493 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") by reason of direct ownership of Common Stock by the Funds.

(3) Affiliates of GS Group are the general partner, managing general partner or managing partner of the Funds. GS Group and Goldman Sachs each disclaims beneficial ownership of the shares of Common Stock owned by the Funds except to the extent of its pecuniary interest therein.

GS Capital beneficially owns directly and its general partner, GSCP Advisors, may be deemed to beneficially own indirectly 15,940,283 shares of Common Stock. GSCP Offshore beneficially owns directly and its general partner, GSCP Offshore Advisors, may be deemed to

(4) beneficially own indirectly 8,234,087 shares of Common Stock. GS Institutional beneficially owns directly and its general partner, GS Advisors, may be deemed to beneficially own indirectly 5,466,153 shares of Common Stock. GS Germany beneficially owns directly and its general partner, GS GmbH, may be deemed to beneficially own indirectly 631,970 shares of Common Stock.

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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