

AKAMAI TECHNOLOGIES INC  
Form POS AM  
October 27, 2008

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

Registration No. 333-45696

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

**POST-EFFECTIVE AMENDMENT NO. 2 TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**AKAMAI TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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(State or Other Jurisdiction of Incorporation or Organization)

(I.R.S. Employer Identification Number)

**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.**

**Akamai Technologies, Inc.**

**8 Cambridge Center**

**Cambridge, Massachusetts 02142**

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

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**Susan W. Murley, Esq.**

**Wilmer Cutler Pickering Hale and Dorr LLP**

**60 State Street**

**Boston, Massachusetts 02109**

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

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

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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.

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   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

**DEREGISTRATION OF SECURITIES**

On September 13, 2000, Akamai Technologies, Inc. (the Company ) filed a registration statement on Form S-1 (File No. 333-45696) (the Registration Statement ) with the Securities and Exchange Commission (the SEC ) with respect to the resale on a continuous or delayed basis of an aggregate of \$300,000,000 of 5 1/2 % Convertible Senior Notes due July 1, 2007 (the Notes ) and 2,598,077 shares of common stock, par value \$0.01 per share, of the Company, issuable upon conversion of the Notes (collectively with the Notes, the Securities ). On December 1, 2000, the Company filed Post-Effective Amendment No. 1 on Form S-3 to the Registration Statement.

The Registration Statement was filed for the benefit of holders of the Notes (the Holders ).

The Company agreed with the initial purchasers of the Notes (the Initial Purchasers ) to keep the Registration Statement effective until the earlier of (i) the date on which all Transfer Restricted Securities (as defined in the Registration Rights Agreement, dated June 20, 2000, by and among the Company and Donaldson, Lufkin & Jenrette Securities Corporation, Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc. and Thomas Weisel Partners LLC) covered by such Registration Statement have been sold pursuant thereto or (ii) two years after the effective date of the Registration Statement.

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. 2 to the Registration Statement to remove from registration all Securities not sold by the Holders pursuant to the Registration Statement. Accordingly, the Company hereby requests that upon the effectiveness of this Post-Effective Amendment No. 2, such Securities be removed from registration.

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**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. 2 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/ Paul Sagan  
 Paul Sagan  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 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 Paul Sagan	President, Chief Executive Officer and Director (Principal executive officer)	October 25, 2008
/s/ J. Donald Sherman J. Donald Sherman	Chief Financial Officer (Principal financial and accounting officer)	October 25, 2008
/s/ George H. Conrades George H. Conrades	Director	October 25, 2008
/s/ Martin M. Coyne II Martin M. Coyne II	Director	October 25, 2008
/s/ C. Kim Goodwin C. Kim Goodwin	Director	October 25, 2008
/s/ Ronald L. Graham Ronald L. Graham	Director	October 25, 2008
/s/ Jill A. Greenthal Jill A. Greenthal	Director	October 25, 2008
/s/ David Kenny David Kenny	Director	October 25, 2008
/s/ Peter J. Kight Peter J. Kight	Director	October 25, 2008
/s/ F. Thomson Leighton F. Thomson Leighton	Director	October 25, 2008

F. Thomson Leighton

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Signature	Title	Date
/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		