

AKAMAI TECHNOLOGIES INC
Form 10-K
March 01, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File number 0-27275

Akamai Technologies, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware <i>(State or Other Jurisdiction of</i>	04-3432319 <i>(I.R.S. Employer</i>
<i>Incorporation or Organization)</i>	<i>Identification No.)</i>
8 Cambridge Center, Cambridge, MA <i>(Address of Principal Executive Offices)</i>	02142 <i>(Zip Code)</i>
Registrant's telephone number, including area code: (617) 444-3000	

Securities registered pursuant to Section 12(b) of the Act:

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Title of Each Class

Common Stock, \$.01 par value

Name of Exchange on Which Registered

NASDAQ Global Select Market

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Exchange Act Rule 12b-2).

Large accelerated filer

Accelerated Filer

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

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes No

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was approximately \$7,369 million based on the last reported sale price of the common stock on the Nasdaq Stock Market on June 30, 2010.

The number of shares outstanding of the registrant's Common Stock, par value \$0.01 per share, as of February 22, 2011: 187,150,429 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission relative to the registrant's 2011 Annual Meeting of Stockholders to be held on May 18, 2011 are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this annual report on Form 10-K.

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AKAMAI TECHNOLOGIES, INC.

ANNUAL REPORT ON FORM 10-K

For the Fiscal Year Ended December 31, 2010

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PART I

Forward-Looking Statements

This annual report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties and are based on the beliefs and assumptions of our management based on information currently available to them. Use of words such as believes, continues, expects, anticipates, intends, plans, estimates, forecasts, should, may, could, likely or similar expressions indicates a forward-looking statement. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from the forward-looking statements include, but are not limited to, those set forth under the heading Risk Factors. We disclaim any obligation to update any forward-looking statements as a result of new information, future events or otherwise.

**Item 1. Business
Overview**

Akamai provides services for accelerating and improving the delivery of content and applications over the Internet; ranging from live and on-demand streaming video capabilities to conventional content on websites, to tools that help people transact business and reach out to new and existing customers. Thousands of customers worldwide use our services to help sell, inform, entertain, market, advertise, deliver software and conduct their business online.

Our solutions are designed to help companies, government agencies and other enterprises improve communications with people they are trying to reach, enhance their revenue streams and reduce costs by maximizing the performance of their online businesses. We believe that our solutions offer the superior reliability, sophistication and insight that businesses with an Internet presence demand. At the same time, by relying on our infrastructure, customers can reduce expenses associated with internal infrastructure build-outs. In short, we strive to help our customers efficiently offer websites that improve visitor experiences and increase the effectiveness of their Internet-focused operations.

We were incorporated in Delaware in 1998 and have our corporate headquarters at 8 Cambridge Center, Cambridge, Massachusetts. We have been offering content delivery services and streaming media services since 1999. In subsequent years, we introduced private content delivery networks; Internet-based delivery of applications such as store/dealer locators and user registration; large-scale software distribution capabilities; intelligent real-time ad targeting solutions; content targeting technology and enhanced security features.

On July 22, 2010, we elected David W. Kenny to serve as our President. An Akamai director since 2007, Mr. Kenny is responsible for leading Akamai's business operations, including our product groups; global sales, services, and marketing; engineering; and networks and operations.

In 2010, we acquired substantially all of the assets of Velocitude, a mobile services platform. The acquisition was intended to further our strategic position in the mobile market by adding mobile content transformation functionality to our existing suite of cloud services for optimizing Web content and applications and the delivery of HD video and secure e-commerce to mobile devices. We also introduced our Edge Tokenization electronic payment security service in 2010; this solution is designed to improve the security of credit card transactions for our commerce customers.

Our Internet website address is www.akamai.com. We make available, free of charge, on or through our Internet website our annual reports on Form 10-K, quarterly reports on Form 10-Q, periodic reports on Form 8-K and amendments thereto that we have filed with the Securities and Exchange Commission, or the Commission, as soon as reasonably practicable after we electronically file them with the Commission. We are not, however,

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including the information contained on our website, or information that may be accessed through links on our website, as part of, or incorporating it by reference into, this annual report on Form 10-K.

Meeting the Challenges of the Internet

The Internet plays a crucial role in the way companies, government agencies and other entities conduct business and reach the public. The Internet, however, is a complex system of networks that was not originally created to accommodate the volume or sophistication of today's communication demands. As a result, information is frequently delayed or lost on its way through the Internet due to many factors, including:

inefficient or nonfunctioning peering points, or points of connection, between Internet service providers, or ISPs;

traffic congestion at data centers;

Internet traffic exceeding the capacity of routing equipment;

increasingly dynamic and personalized websites;

growth in the transmission of rich content, including HD video, due to the increasingly widespread use of broadband connectivity to the Internet for videos, music and games;

the increasing use of mobile devices that utilize different technologies and delivery systems; and

Internet bandwidth constraints between an end user and the end user's network provider, such as an ISP, cable provider or digital subscriber line provider.

The challenges inherent in delivering content over the Internet are compounded by the internal technology challenges facing enterprises. Driven by competition, globalization and cost-containment strategies, companies need an agile Internet-facing infrastructure that cost-effectively meets real-time strategic and business objectives. For example, many companies use the Internet as a key marketing tool for product launches, distribution of promotional videos or contests. These one-time events may draw millions of visitors to a company's website over a brief period of time so the enterprise must have in place the capacity to deal with a flood of visitors seeking to view content or use applications. At the same time, budget limitations may preclude a company from putting in place extensive internal infrastructure, knowing that it will not always need such capacity. In addition, as reliance on the Internet has become more pervasive, website operators have been experiencing higher levels of traffic to their sites on a constant basis, which place extensive demands on infrastructure.

To address these challenges, we have developed solutions designed to help companies, government agencies and other enterprises increase revenues and reduce costs by improving the performance, reliability and security of their Internet-facing operations. We particularly seek to address the following market needs:

Superior Performance. Commercial enterprises invest in websites to attract customers, transact business and provide information about themselves. If, however, a company's Internet site fails to provide visitors with a fast and dependable experience, they will likely abandon that site, potentially leading to lost revenues and damage to the company's reputation. Through a combination of people, processes and technology, we help our customers improve the scalability and predictability of their websites without the need for them to spend a lot of money to develop their own Internet-related infrastructure. Instead, we have tens of thousands of servers deployed in more than 900 networks around the world so that content can be delivered from Akamai servers located closer to website visitors from what we call the edge of the Internet. We are thus able to reduce the impact of traffic congestion, bandwidth constraints and capacity limitations for our customers. At the same time, our customers have access to control features to enable them to provide content to end users that is current and customized for visitors accessing the site from different parts of the world.

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Scalability. We believe that scalability is one of the keys to reliability. Many Akamai customers experience seasonal or erratic demand for access to their websites and almost all websites experience demand peaks at

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different points during the day. With the proliferation of HD video and other types of rich content, enterprises of all types must be able to cope with rapidly increasing numbers of requests for bandwidth-intensive digital media assets and the storage of those assets. In all of these instances, it can be difficult and expensive to plan for, and deploy solutions to meet, such peaks and valleys. With more than 80,000 servers managed by our proprietary software technology, our network is designed with the robustness and flexibility to handle planned and unplanned traffic peaks and related storage needs, without additional hardware investment and configuration on the part of our customers. As a result, we are able to provide an on-demand solution to address our customers' capacity needs in the face of unpredictable traffic spikes, which helps them avoid expensive investment in a centralized infrastructure.

Security. Security is one of the most significant challenges facing use of the Internet for business and government processes. Security threats in the form of attacks, viruses, worms and intrusions can impact every measure of performance, including information security, speed, reliability and customer confidence. Unlike traditional security strategies that can negatively impact performance, Akamai's approach is designed to allow for proactive monitoring and rapid response to security incidents and anomalies. We rely on both built-in defense mechanisms and the ability to route traffic around potential security issues so performance may not be compromised. Perhaps most significantly, the distributed nature of our network is designed to eliminate a single point of failure and reduce the impact of security attacks.

Functionality. Websites have become increasingly dynamic, complex and sophisticated. To meet these challenges, we have added solutions through both internal investment and acquisitions. These solutions have included services designed to help our customers accelerate dynamic content and applications; more effectively manage their online media assets; adapt content for access through mobile devices and improve the quality of their online advertising initiatives.

Our Core Solutions

We offer application performance services, services and solutions for digital media and software distribution and storage, content and application delivery, online advertising-related services and other specialized Internet-based offerings.

Application Performance Solutions

Akamai's Application Performance Solutions are designed to improve the performance of highly dynamic applications used by enterprises to connect with their employees, suppliers and customers. Traditionally, this market has been addressed primarily by hardware and software products. We believe our managed service approach offers a more cost-effective and comprehensive solution in this area without requiring customers to make significant infrastructure investments. In addition to reducing infrastructure costs, our Application Performance Solutions are intended for customers that want to offer effective and reliable portal applications and other Web-based systems for communicating with their customers, employees and business partners. Our Application Performance Solutions consist of the following:

Web Application Accelerator

Our Web Application Accelerator service is designed to improve the performance of Web-based applications through a combination of dynamic caching, routing and connection optimization, and compression of content. This service is appropriate for companies involved in technology, business services, travel and leisure, manufacturing and other industries where there is a movement to Internet-based communication with remote customers, suppliers and franchisees. Enterprise customers are using the Web Application Accelerator service to run applications such as online airline reservations systems, training tools, customer relationship management and human resources applications. With this service, application providers can enjoy faster and more reliable performance without needing to undertake a significant internal infrastructure build-out.

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IP Application Accelerator

With a growing global workforce accessing Internet Protocol-, or IP-, based applications online and from mobile devices, enterprises that rely on such applications find high quality and performance to be crucial. Examples of IP-based applications include voice over IP calling, email hosting services and sales order processing tools. While enterprises have been using the Internet to support communication needs for Web-based applications for some time, businesses are increasingly relying on the Internet to support connection needs for IP-based applications. Akamai's IP Application Accelerator solution is designed to address core Internet weaknesses to optimize the performance, availability and real-time sensitivity associated with IP-enabled applications delivered over Internet-related protocols such as SSL, IPSec, UDP and FTP. IP Application Accelerator uses Akamai's global network of servers and optimized routing and connection technologies to improve the stability and reliability of connections between end users and the IP-based application.

Digital Asset Solutions

The Internet provides end users with access to new and varied types of media, and content providers continue to seek ways to monetize the content they offer. Akamai's Digital Asset Solutions are designed to enable enterprises to execute their large file management and distribution strategies by improving the end-user experience, boosting reliability and scalability and reducing the cost of Internet-related infrastructure. Within our Digital Asset Solutions, customers can choose from the following:

Akamai Media Delivery

As the demand for Internet access to music, movies, games, streaming news, sports events and social networking communities grows, there are many challenges to profitably offering media assets online, particularly with respect to user-generated content and HD video. In particular, media companies need cost-effective means to deliver large files to millions of users in different formats compatible with multiple end-user devices and platforms. Akamai Media Delivery addresses these challenges by delivering media content on behalf of our customers. By relying on our technology, customers are able to bypass internal constraints such as traditional server and bandwidth limitations to better handle peak traffic conditions and provide their site visitors with access to larger file sizes. We support all major streaming formats, and our technology and breadth of deployment provide capacity levels that individual enterprises or other outsourced providers may not be able to cost-effectively replicate on their own. In addition, in 2009, we introduced the Akamai HD Network, which is designed to enable our customers to offer live and on-demand HD video online to viewers in one format regardless of whether site visitors are using Adobe Flash technology, Microsoft Silverlight or an iPhone. Our media delivery services leveraging the Akamai HD Platform are designed to improve the quality and reliability of HD streaming.

Customers of our media delivery offerings can also take advantage of complementary features such as digital rights management protections, storage, media management tools and reporting functionalities. More specifically, we offer:

Content Manager for uploading, storing, managing and editing media files and information about those files;

RSS Manager for managing, delivering and distributing content via automatically-generated Really Simple Syndication, or RSS, feeds;

Tools for scheduling and provisioning live streaming events; and

Digital rights management and profile tools for targeting, protecting and controlling the distribution of content based on business rules, licensing terms, geography and other criteria.

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Our Akamai Media Delivery solution is primarily used by companies in the following industries: entertainment, including television, radio, sports, music and media; gaming; social networking; and Internet search/portal access. The solution can accommodate the many different business models used by our customers including pay-per-view, subscription, advertising and syndication.

Electronic Software Delivery

Due to the expanding prevalence of broadband access, distribution of computer software is increasingly occurring over the Internet. As a result, companies no longer need to mail CDs with new software to their customers. Internet traffic conditions and high loads can, however, dramatically impact software download speed and reliability. Furthermore, surges in traffic from product launches or periodic distributions of anti-virus security updates can overwhelm traditional centralized software delivery infrastructure, adversely affecting website performance and causing users to be unable to download software. Our Electronic Software Delivery solution handles the distribution of software for our customers. Our network is designed to withstand large surges in traffic related to software launches and other distributions with a goal of improved customer experiences, increased use of electronic delivery and successful online product launches. We also offer a number of tools to enhance the effectiveness of this distribution model including electronic download receipts, storage, a download manager to provide end users with control over the handling of files received and reporting. This solution is appropriate for software companies of all types including consumer, enterprise, anti-virus and gaming software companies.

Dynamic Site Solutions

Akamai's Dynamic Site Solutions—particularly our core Dynamic Site Accelerator offering—are designed for accelerating business-to-consumer websites that integrate rich, collaborative content and applications into their online architecture. Leveraging our worldwide network of servers and sophisticated mapping and routing technologies, we provide whole-site and object delivery for our customers' websites. As a result, our customers have access to a more efficient way to implement and maintain a global Internet presence. While site owners maintain a source copy of their content and applications, Dynamic Site Accelerator provides global delivery, load balancing and storage of content and applications, enabling businesses to focus valuable resources on strategic matters, rather than on technical infrastructure issues.

Our Dynamic Site Solutions include advanced site delivery service features such as:

Secure Content Distribution—distribution of content over the Internet using SSL transport, a protocol to secure transmission of content over the Internet.

Site Failover—delivery of default content in the event that the primary, or source, version of the website of a customer becomes unavailable.

Content Targeting—a feature that enables content providers to deliver localized content, customized store-fronts, targeted advertising and adaptive marketing to their customers.

EdgeComputing—a service that enables enterprises to deliver Java (J2EE) Web applications that scale on demand and are designed to perform more quickly and reliably than a customer's own internal information technology, or IT, infrastructure.

Cache Optimization—features designed to enhance the cacheability of content including expiration dates and other parameters for the handling of stored content.

Compression—compression of content before it is sent to an end user in an effort to reduce transfer times for users.

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Capacity On-Demand offers dynamic load-balancing decisions that are based on real-time analysis of an end user's location, Internet conditions, server and data center infrastructure capacity and overall demand.

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Our Dynamic Site Accelerator customers now also have access to our mobile content adaptation solution. The majority of websites are not configured for optimal viewing when accessed by a mobile device. For mobile end users, sites can be difficult to navigate and often lack the robust functionality that people have come to expect when accessing the same site on a personal computer. As a result, many companies either support an entirely separate infrastructure for their mobile sites or chase away customers by presenting sub-optimal mobile Web experiences. In June 2010, we acquired substantially all of the assets of Velocitude LLC. This included Velocitude's technology to adapt Internet content to a multitude of different devices. By combining Velocitude's mobile content transformation technology with our ability to optimize the performance of mobile delivery, we are focused on helping enterprises effectively reach their customers, partners and employees on mobile devices in addition to personal computers.

Akamai's Dynamic Site Accelerator solution is appropriate for any enterprise that has a website, particularly, retail and travel companies dependent on their commerce-related websites and enterprises that rely on the Internet for brand-building through research, discussion and other interactive tools for their current and potential customers.

Advertising Decision Solutions (ADS)

Our ADS offering is designed to enable more effective online advertising by helping advertisers reach their target audiences. Our solutions are intended to address some of the fundamental challenges in the advertising industry today—enabling advertisers, agencies, publishers, and networks to buy and sell advertising in an effective, scalable, easy-to-use way. At the same time, our platform is architected so that none of the user data tracked by us consists of personally identifiable information; therefore, customers can maintain the integrity of their data and privacy policies.

Other Solutions

Security and Protection Solutions

We offer a variety of solutions that address the Internet security needs of our customers. Our new Edge Tokenization electronic payment security service enables credit card data to be converted to a token prior to Web transactions landing on a merchant's infrastructure. By alleviating the requirement for retailers to route customer credit card data on their own infrastructure, the service is designed to help reduce information theft and compliance risk while lowering Payment Card Industry Data Security Standard (PCI DSS) compliance costs. Akamai's Web Application Firewall solution is designed to detect and mitigate potential attacks in http and SSL traffic as it passes through our network, -before they reach the customer's origin data centers. Our distributed architecture can enable both near-instantaneous scaling of defenses as needed, plus filtering of corrupt traffic as close to the attack source as possible, to keep an enterprise's data, applications and infrastructure safe. Distributed denial of service (DDoS) attacks are one of the most common methods used to attack an enterprise's website. We offer customers a DDoS readiness solution that includes reviewing a website for DDoS readiness, providing a detailed assessment including recommendations and developing customer-specific DDoS incident response procedures for use during a DDoS attack.

Site Intelligence Offerings

Akamai's offerings in this area include our network data feeds and our website analytics offering, which provide customers with real time data about the performance of their content and applications over the Internet and Akamai's network. In addition, our business performance management services help customers better understand their Web operations with tools that measure all aspects of an application's performance. For example, a customer could use website data feeds from Akamai's customer portal to assist in managing its online distribution costs and budget.

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The core of these site intelligence offerings is our EdgeControl tools, which provide comprehensive reporting and management capabilities. The tools are Web-portal based and can be integrated with existing enterprise management systems, allowing our customers to manage their distributed content and applications. EdgeControl also allows integration with third-party network management tools, including those offered by IBM, Hewlett-Packard and BMC Software. Having created one of the industry's first commercially proven utility computing platforms, Akamai now provides a global network of servers that can be utilized by customers for troubleshooting, monitoring and reporting, all based on their individual business requirements.

Custom Solutions

In addition to our core commercial services, we are able to leverage the expertise of our technology, networks and support personnel to provide custom solutions to both commercial and government customers. These solutions include replicating our core technologies to facilitate content delivery behind the firewall, combining our technology with that of other providers to create unique solutions for specific customers and supporting mission-critical applications that rely on the Internet and intranets. Additionally, numerous federal government agencies rely on Akamai for tailored solutions to their content delivery needs as well as information about traffic conditions and activity on the Internet.

Our Technology and Network

Our expansive network infrastructure and sophisticated technology are the foundation of our services. We believe Akamai has deployed the world's largest globally-distributed computing platform, with more than 80,000 servers located in over 900 networks around the world. Applying our proprietary technology, we deliver our customers' content and computing applications across a system of widely distributed networks of servers; the content and applications are then processed at the most efficient places within the network. Servers are deployed in networks ranging from large, backbone network providers to medium and small ISPs, to cable modem and satellite providers to universities and other networks. By deploying servers within a wide variety of networks, we are better able to manage and control routing and delivery quality to geographically diverse users. We also have more than 1,000 peering relationships that provide us with direct paths to end user networks, which reduce data loss, while also potentially giving us more options for delivery at reduced cost.

To make this wide-reaching deployment effective, we use specialized technologies, such as advanced routing, load balancing, data collection and monitoring. Our intelligent routing software is designed to ensure that website visitors experience fast page loading, access to applications and content assembly wherever they are on the Internet, regardless of global or local traffic conditions. Dedicated professionals staff our Network Operations Control Centers on a 24/7 basis to monitor and react to Internet traffic patterns and trends. We frequently deploy enhancements to our software globally to strengthen and improve the effectiveness of our network. Customers are also able to control the extent of their use of Akamai services to scale on demand, using as much or as little capacity of the global platform as they require, to support widely varying traffic and rapid growth without the need for an expensive and complex internal infrastructure.

Business Segments and Geographic Information

We operate in one industry segment: providing services for accelerating and improving delivery of content and applications over the Internet. For the years ended December 31, 2010, 2009 and 2008, approximately 28%, 28% and 25%, respectively, of our total revenues was derived from our operations outside the United States, of which 17%, 18% and 18% of overall revenues, respectively, was derived from Europe. No single country outside of the United States accounted for 10% or more of our revenues in any of such years. For more segment and geographic information, including total long-lived assets for each of the last two fiscal years, see our consolidated financial statements included elsewhere in this annual report on Form 10-K, including Note 19 thereto.

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Our long-lived assets primarily consist of servers, which are deployed into networks worldwide. As of December 31, 2010, we had approximately \$174.9 million and \$81.0 million of property and equipment, net of accumulated depreciation, located in the United States and foreign locations, respectively. As of December 31, 2009, we had approximately \$139.8 million and \$42.6 million of property and equipment, net of accumulated depreciation, located in the United States and foreign locations, respectively. As of December 31, 2008, we had approximately \$138.6 million and \$35.9 million of property and equipment, net of accumulated depreciation, located in the United States and foreign locations, respectively.

Customers

Our customer base is centered on enterprises. As of December 31, 2010, our customers included many of the world's leading corporations, including Adobe, Apple, Audi, Best Buy, EMC, Hitachi, Home Depot, L'Oréal, Microsoft, MTV Networks, the National Football League, Philips, Qantas, SAP Standard Chartered Bank and Victoria's Secret. We also actively sell to government agencies. As of December 31, 2010, our public sector customers included the Federal Emergency Management Agency, the U.S. Air Force, the U.S. Census Bureau, the U.S. Department of Defense, the U.S. Food and Drug Administration and the U.S. Department of Labor. No customer accounted for 10% or more of total revenues for the years ended December 31, 2010, 2009 or 2008. Less than 10% of our total revenues in each of the years ended December 31, 2010, 2009 and 2008 were derived from contracts or subcontracts terminable at the election of the federal government, and we do not expect such contracts to account for more than 10% of our total revenues in 2011.

Sales, Service and Marketing

Our sales and service professionals are located in more than 20 offices in the United States, Europe and Asia. We market and sell our services and solutions globally through our direct sales and services organization and through more than 100 active channel partners including EDS (an HP company), IBM Corporation, Verizon and Telefonica Group. In addition to entering into agreements with resellers, we have several other types of sales- and marketing-focused alliances with entities such as system integrators, application service providers, sales agents and referral partners. By aligning with these companies, we believe we are better able to market our services and encourage increased adoption of our technology throughout the industry.

Our sales and service organization includes employees in direct and channel sales, professional services, account management and technical consulting. As of December 31, 2010, we had approximately 1060 employees in our sales and support organization, including 179 direct sales representatives whose performance is measured on the basis of achievement of quota objectives. Our ability to achieve revenue growth in the future will depend in large part on whether we successfully recruit, train and retain sufficient global sales, technical and services personnel, and how well we establish and maintain our reseller and strategic alliances. We believe that the complexity of our services will continue to require a number of highly trained global sales and services personnel.

To support our sales efforts and promote the Akamai brand, we conduct comprehensive marketing programs. Our marketing strategies include an active public relations campaign, print advertisements, online advertisements, participation at trade shows, strategic alliances and on-going customer communication programs. As of December 31, 2010, we had 112 employees in our global marketing organization, which is a component of our sales and support organization.

Research and Development

Our research and development personnel are continuously undertaking efforts to enhance and improve our existing services, strengthen our network and create new services in response to our customers' needs and market demand. As of December 31, 2010, we had 571 research and development employees. Our research and development expenses were \$54.8 million, \$43.7 million and \$39.2 million for the years ended December 31,

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2010, 2009 and 2008, respectively. In addition, for each of the years ended December 31, 2010, 2009 and 2008, we capitalized \$31.1 million, \$25.8 million and \$23.9 million, respectively, of external consulting and payroll and payroll-related costs related to the development of internal-use software used by us to deliver our services and operate our network. Additionally, during the years ended December 31, 2010, 2009 and 2008, we capitalized \$7.6 million, \$6.2 million and \$7.4 million, respectively, of stock-based compensation attributable to our research and development personnel.

Competition

The market for our services is intensely competitive and characterized by rapidly changing technology, evolving industry standards and frequent new product and service installations. We expect competition for our services to increase both from existing competitors and new market entrants. We compete primarily on the basis of:

performance of our services;

return on investment in terms of cost savings and new revenue opportunities for our customers;

reduced infrastructure complexity;

sophistication and functionality of our offerings;

scalability;

ease of implementation and use of service;

customer support; and

price.

We compete primarily with companies offering products and services that address Internet performance problems, including companies that provide Internet content delivery and hosting services, streaming content delivery services and equipment-based solutions to Internet performance problems, such as load balancers and server switches. Some of our competitors also resell our services. Other companies offer online distribution of digital media assets through advertising-based billing or revenue-sharing models that may represent an alternative method for charging for the delivery of content and applications over the Internet. In addition, potential customers may decide to purchase or develop their own hardware, software and other technology solutions rather than rely on a provider of externally-managed services like Akamai.

With respect to our ADS offerings, we compete with a range of other companies that provide targeted advertising solutions. At the same time, some of the companies that offer competitive solutions have entered into strategic agreements with us that we believe are mutually beneficial. We compete on the basis of our technology, the availability of our data co-operative, our predictive analytics capabilities, the ability to leverage existing business relationships and price.

We believe that we compete favorably with other companies in our industry, as well as alternative approaches to content and application delivery over the Internet, on the basis of the quality of our offerings, our customer service and price.

Proprietary Rights and Licensing

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Our success and ability to compete are dependent on our ability to develop and maintain the proprietary aspects of our technology and operate without infringing on the proprietary rights of others. We rely on a combination of patent, trademark, trade secret and copyright laws and contractual restrictions to protect the proprietary aspects of our technology. We currently have numerous issued United States and foreign-country patents covering our content and application delivery technology, and we have numerous additional patent applications pending. Our issued patents extend to various dates between approximately 2015 and 2020. In

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October 1998, we entered into a license agreement with the Massachusetts Institute of Technology, or MIT, under which we were granted a royalty-free, worldwide right to use and sublicense the intellectual property rights of MIT under various patent applications and copyrights relating to Internet content delivery technology. We seek to limit disclosure of our intellectual property by requiring employees and consultants with access to our proprietary information to execute confidentiality agreements with us and by restricting access to our source code.

Employees

As of December 31, 2010, we had 2,200 full-time and part-time employees. Our future success will depend in part on our ability to attract, retain and motivate highly qualified technical and management personnel for whom competition is intense. Our employees are not represented by any collective bargaining unit. We believe our relations with our employees are good.

Item 1A. Risk Factors

The following are certain of the important factors that could cause our actual operating results to differ materially from those indicated or suggested by forward-looking statements made in this annual report on Form 10-K or presented elsewhere by management from time to time.

The markets in which we operate are highly competitive, and we may be unable to compete successfully against new entrants with innovative approaches and established companies with greater resources.

We compete in markets that are intensely competitive, highly fragmented and rapidly changing. We have experienced and expect to continue to experience increased competition. As we expand into new areas to address the evolving nature of the Internet, we may face competition from new and different companies. Many of these potential competitors, as well as some of our current ones, have longer operating histories, greater name recognition, broader customer relationships and substantially greater financial, technical and marketing resources than we do. Other competitors may attract customers by offering less-sophisticated versions of services than we provide at lower prices than those we charge. Given the relative ease with which some customers can potentially switch to another content delivery network provider, any differentiated offerings or lower pricing by competitors could lead to a rapid loss of customers. Nimbler competitors may be able to respond more quickly than we can to new or emerging technologies and changes in customer requirements. In addition, current or potential competitors may bundle their offerings with other services, software or hardware in a manner that may discourage website owners from purchasing any service we offer.

Potential customers may decide to purchase or develop their own hardware, software and other technology solutions rather than rely on an external provider like Akamai. As a result, our competitors include hardware manufacturers, software companies and other entities that offer Internet-related solutions that are not service-based. It is an important component of our growth strategy to educate enterprises and government agencies about our services and convince them to entrust their content and applications to an external service provider, and Akamai in particular. If we are unsuccessful in such efforts, our business could suffer.

Ultimately, increased competition of all types could result in price and revenue reductions, lower gross margins, loss of customers and loss of market share, which could materially and adversely affect our business, financial condition and results of operations.

If we are unable to continue to innovate and respond to emerging technological trends and customers' changing needs, our operating results may suffer.

The market for our services is characterized by rapidly changing technology, evolving industry standards and new product and service introductions. For example, individuals are increasingly using mobile devices to access Internet content. Our ability to provide new and innovative solutions to address challenges posed by

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mobile users and other developments is important to our future growth; other companies are also looking to offer Internet-related solutions, such as cloud computing, to generate growth. These other companies may develop technological or business model innovations in the markets we seek to address that are, or are perceived to be, equivalent or superior to our services. In addition, our customers' business models may change in ways that we do not anticipate and these changes could reduce or eliminate our customers' needs for our services. Our operating results depend on our ability to adapt to market changes and develop and introduce new services into existing and emerging markets. The process of developing new technologies is complex and uncertain; we must commit significant resources to developing new services or enhancements to our existing services before knowing whether our investments will result in services the market will accept. Furthermore, we may not execute successfully our technology initiatives because of errors in planning or timing, technical hurdles that we fail to overcome in a timely fashion, misunderstandings about market demand or a lack of appropriate resources.

Prices we have been charging for some of our services have declined in recent years. This decline may continue in the future as a result of, among other things, existing and new competition in the markets we serve.

In recent quarters, we have lowered the prices we charge many of our customers for our content delivery services in order to remain competitive. This has been particularly true for the digital media services. Consequently, our historical revenue rates may not be indicative of future revenues based on comparable traffic volumes. In addition, our operating expenses have increased on an absolute basis in each of 2008, 2009 and 2010. If we are unable to sell our services at acceptable prices relative to our costs or if we are unsuccessful with our strategy of selling additional services and features to new or existing content delivery customers, our revenues and gross margins will decrease, and our business and financial results will suffer.

Failure to increase our revenues and keep our expenses consistent with revenues could prevent us from maintaining profitability at recent levels or at all.

Our revenue growth rate may decline in 2011 as a result of a number of factors including increasing competition, the inevitable decline in growth rates as our revenues increase to higher levels and macroeconomic factors affecting certain aspects of our business. We also believe our gross margins will decrease because we have large fixed expenses and expect to continue to incur significant bandwidth, co-location and other expenses, including increased depreciation on network equipment purchased in recent years. As a result, we may not be able to continue to maintain our current level of profitability in 2011 or on a quarterly or annual basis thereafter.

There are numerous factors that could, alone or in combination with other factors, impede our ability to increase revenues and/or moderate expenses, including:

market pressure to decrease our prices;

significant increases in bandwidth costs or other operating expenses;

failure to increase sales of our core services;

increased competition;

any failure of our current and planned services and software to operate as expected;

loss of any significant customers or loss of existing customers at a rate greater than we increase our number of, and sales to, new customers or our sales to existing customers;

unauthorized use of or access to content delivered over our network or network failures;

the exhaustion of the supply of IPv4 addresses and the inability of Akamai or other Internet users to transition successfully or in a timely manner to IPv6;

failure of a significant number of customers to pay our fees on a timely basis or at all or failure to continue to purchase our services in accordance with their contractual commitments; and

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inability to attract high-quality customers to purchase and implement our current and planned services.

General global market and economic conditions may have an adverse impact on our operating performance and results of operations.

Our business has been and could continue to be affected by general global economic and market conditions. Weakness in the United States and/or worldwide economy has had and could continue to have a negative effect on our operating results, including decreases in revenues and operating cash flows. In particular, weakness in the online advertising market has affected and could continue to affect the success of our Internet advertising-related initiatives and could have a negative impact on our media and other customers. To the extent customers are unable to profitably monetize the content we deliver on their behalf, they may reduce or eliminate the traffic we deliver on their behalf. Such reductions in traffic would lead to a reduction in our revenues. Additionally, in a down-cycle economic environment, we may experience the negative effects of increased competitive pricing pressure, customer loss, slow down in commerce over the Internet and corresponding decrease in traffic delivered over our network and failures by customers to pay amounts owed to us on a timely basis or at all. Suppliers on which we rely for servers, bandwidth, co-location and other services could also be negatively impacted by economic conditions that, in turn, could have a negative impact on our operations or expenses. There can be no assurance, therefore, that current economic conditions or worsening economic conditions or a prolonged or recurring recession will not have a significant adverse impact on our operating results.

Our failure to manage expected growth, diversification and changes to our business could harm us.

We have continued to grow, diversify and evolve our business both in the United States and internationally. It is unclear, however, whether such growth will continue. In the event of a slowing or decline in our rate of growth, we must also address the challenges of establishing an appropriate organizational size while maintaining the quality of our services. If we are unable to do so, our profitability could be reduced.

As a result of the diversification of our business, personnel growth, acquisitions and international expansion in recent years, many of our employees are now based outside of our Cambridge, Massachusetts, headquarters. However, nearly all management decisions are made by a relatively small group of individuals based primarily at our headquarters. If we are unable to appropriately increase management depth and decentralize our decision making at rates commensurate with our actual or desired growth rates, we may not be able to achieve our financial or operational goals. In addition, if we are unable to effectively manage a large and geographically dispersed group of employees, our business may be adversely affected.

As our business evolves, we must also expand and adapt our operational infrastructure. Our business relies on our data systems, billing systems, and other operational and financial reporting and control systems. All of these systems have become increasingly complex in the recent past due to the diversification and complexity of our business, acquisitions of new businesses with different systems and increased regulation over controls and procedures. To effectively manage our technical support infrastructure, we will need to continue to upgrade and improve our data systems, billing systems and other operational and financial systems, procedures and controls. These upgrades and improvements will require a dedication of resources and in some cases are likely to be complex. If we are unable to adapt our systems and organization in a timely and cost-effective manner to accommodate changing circumstances, our business may be adversely affected.

Because our services are complex and are deployed in complex environments, they may have errors or defects that could seriously harm our business.

Our services are highly complex and are designed to be deployed in and across numerous large and complex networks that we do not control. From time to time, we have needed to correct errors and defects in our software. In the future, there may be additional errors and defects in our software that may adversely affect our services. We may not have in place adequate quality assurance procedures to ensure that we detect errors in our software

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in a timely manner. If we are unable to efficiently and cost-effectively fix errors or other problems that may be identified, or if there are unidentified errors that allow persons to improperly access our services, we could experience loss of revenues and market share, damage to our reputation, increased expenses and legal actions by our customers. If we elect to move into new areas that involve handling personally identifiable information or other important assets entrusted to us by our customers, the potential risks we face could increase.

Any unplanned interruption in the functioning of our network or services or attacks on our internal information technology systems could lead to significant costs and disruptions that could reduce our revenues and harm our business, financial results and reputation.

Our business is dependent on providing our customers with fast, efficient and reliable distribution of applications and content over the Internet. For our core services, we currently provide a standard guarantee that our networks will deliver Internet content 24 hours a day, 7 days a week, 365 days a year. If we do not meet this standard, affected customers will be entitled to credits. Our network or services could be disrupted by numerous events, including natural disasters, unauthorized access to our servers, failure or refusal of our third-party network providers to provide the necessary capacity, power losses and intentional disruptions of our services,

such as disruptions caused by software viruses or attacks by unauthorized users. In addition, there have been and in the future may be attempts to gain unauthorized access to our information technology systems in order to steal information about our technology, financial data or other information or take other actions that would be damaging to us. Although we have taken steps to prevent such disruptions and security breaches, there can be no assurance that attacks by unauthorized users will not be attempted in the future, that our security measures will be effective, or that a successful attack would not be damaging. Any widespread interruption of the functioning of our network or services would reduce our revenues and could harm our business, financial results and reputation. Any successful breach of the security of our information systems could lead to the unauthorized release of valuable confidential information, including trade secrets, material nonpublic information about our financial condition and sensitive data that others could use to compete against us. Such consequences would likely harm our business and reputation.

We may have insufficient transmission and server capacity, which could result in interruptions in our services and loss of revenues.

Our operations are dependent in part upon transmission capacity provided by third-party telecommunications network providers. In addition, our distributed network must be sufficiently robust to handle all of our customers' traffic particularly in the event of unexpected surges in HD video traffic. We believe that, absent extraordinary circumstances, we have access to adequate capacity to provide our services; however, there can be no assurance that we are adequately prepared for unexpected increases in bandwidth demands by our customers. The bandwidth we have contracted to purchase may become unavailable for a variety of reasons, including payment disputes or network providers going out of business. Any failure of these network providers to provide the capacity we require, due to financial or other reasons, may result in a reduction in, or interruption of, service to our customers and ultimately loss of those customers. If we are unable to obtain transmission capacity on terms commercially acceptable to us or at all, our business and financial results could suffer. In recent years, it has become increasingly expensive to collocate, or house, our servers at network facilities. We expect this trend to continue. These increased expenses have made, and will make, it more costly for us to expand our operations and more difficult for us to maintain or improve our gross margins. If we are unable to deploy on a timely and cost-effective basis enough servers to meet the needs of our customer base or effectively manage the functioning of those servers, we may lose customers. In addition, damage or destruction of, or other denial of access to, a facility where our servers are housed could result in a reduction in, or interruption of, service to our customers.

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The potential exhaustion of the supply of unallocated IPv4 addresses and the inability of Akamai and other Internet users to successfully transition to IPv6 could harm our operations and the functioning of the Internet as a whole.

An Internet Protocol address, or IP address, is a numerical label that is assigned to any device connecting to the Internet. Today, the functioning of the Internet is dependent on the use of Internet Protocol version 4, or IPv4, the fourth version of the Internet Protocol, which uses 32-bit addresses. We currently rely on the acquisition of IP addresses for the functioning and expansion of our network and expect such reliance to continue in the future. There are, however, only a finite number of IPv4 addresses. It is possible that the number of unallocated IPv4 addresses may be exhausted within one to two years. Internet Protocol version 6, or IPv6, uses 128-bit addresses and has been designed to succeed IPv4 and alleviate the expected exhaustion of unallocated addresses under that version. While IPv4 and IPv6 will co-exist for some period of time, eventually all Internet users and companies will need to transition to IPv6. While Akamai has been developing plans for the transition to IPv6 and ensuring that we are prepared to meet our customers' needs for both IPv4- and IPv6-based technology, there is no guarantee that such plans will be effective. If we are unable to obtain the IPv4 addresses we need, on financial terms acceptable to us or at all, before we or other entities that rely on the Internet can transition to IPv6, our current and future operations could be materially harmed. If there is not a timely and successful transition to IPv6 by Internet users generally, the Internet could function less effectively which could damage numerous businesses, the economy generally and the prospects for future growth of the Internet as a medium for transacting business. This could, in turn, be harmful to our financial condition and results of operation.

As part of our business strategy, we have entered into and may enter into or seek to enter into business combinations, acquisitions, and other strategic relationships that may be difficult to integrate, disrupt our business, dilute stockholder value and divert management attention.

We have completed numerous acquisitions in recent years. If attractive acquisition opportunities arise in the future, we may seek to enter into additional business combinations or purchases. Acquisitions and combinations are accompanied by a number of risks, including the difficulty of integrating the operations and personnel of the acquired companies, the potential disruption of our ongoing business, the potential distraction of management, expenses related to the acquisition and potential unknown liabilities associated with acquired businesses. Any inability to integrate completed acquisitions or combinations in an efficient and timely manner could have an adverse impact on our results of operations. In addition, we may not be able to recognize any expected synergies or benefits in connection with a future acquisition or combination. If we are not successful in completing acquisitions or combinations that we may pursue in the future, we may incur substantial expenses and devote significant management time and resources without a successful result. In addition, future acquisitions could require use of substantial portions of our available cash or result in dilutive issuances of securities. We may also enter into other types of strategic relationships that involve technology sharing or close cooperation with other companies. Such relationships can be distracting to management and require the investment of significant amounts of money without a guaranteed return on investment or realization of significant, or any, benefits.

Our stock price has been volatile.

The market price of our common stock has been volatile. Trading prices may continue to fluctuate in response to a number of events and factors, including the following:

quarterly variations in operating results and announcements of innovations;

introduction of new products, services and strategic developments by us or our competitors;

business combinations and investments by us or our competitors;

variations in our revenue, expenses or profitability;

market speculation about whether we are a takeover target;

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changes in financial estimates and recommendations by securities analysts;

failure to meet the expectations of public market analysts;

disruptions to our services or unauthorized access to our information technology systems;

unfavorable media coverage;

macro-economic factors;

repurchases of shares of our common stock;

our customers' inability to access equity and credit markets;

performance by other companies in our industry; and

geopolitical conditions such as acts of terrorism or military conflicts.

Any of these events may cause the price of our common stock to fall. In addition, the stock market in general, and the market prices for technology companies in particular, have experienced significant volatility that often has been unrelated to the operating performance of such companies. These broad market and industry fluctuations may adversely affect the market price of our common stock, regardless of our operating performance.

If the accounting estimates we make, and the assumptions on which we rely, in preparing our financial statements prove inaccurate, our actual results may be adversely affected.

Our financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments about, among other things, taxes, revenue recognition, stock-based compensation costs, capitalization of internal-use software, investments, contingent obligations, allowance for doubtful accounts, intangible assets and restructuring charges. These estimates and judgments affect the reported amounts of our assets, liabilities, revenues and expenses, the amounts of charges accrued by us, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances and at the time they are made. If our estimates or the assumptions underlying them are not correct, actual results may differ materially from our estimates and we may need to, among other things, accrue additional charges that could adversely affect our results of operations, which in turn could adversely affect our stock price.

Future changes in financial accounting standards may adversely affect our reported results of operations.

A change in accounting standards can have a significant effect on our reported results. New accounting pronouncements and interpretations of accounting pronouncements have occurred and may occur in the future. These new accounting pronouncements may adversely affect our reported financial results.

Fluctuations in foreign currency exchange rates affect our operating results in U.S. dollar terms.

A portion of our revenues arises from international operations. Revenues generated and expenses incurred by our international subsidiaries are often denominated in the currencies of the local countries. As a result, our consolidated U.S. dollar financial statements are subject to fluctuations due to changes in exchange rates as the financial results of our international subsidiaries are translated from local currencies into U.S. dollars. In addition, our financial results are subject to changes in exchange rates that impact the settlement of transactions in non-local

currencies.

A substantial portion of our marketable securities are invested in auction rate securities. Continued failures in the auctions for these securities may affect our liquidity.

We held \$150.8 million in par value of auction rate securities, or ARS, as of December 31, 2010, which represented approximately 15% of our total short- and long-term marketable securities of \$1,012 million as of

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that date. ARS are securities that are structured to allow for short-term interest rate resets but with contractual maturities that can be well in excess of ten years. At the end of each reset period, which typically occurs every seven to 35 days, investors can sell or continue to hold the securities at par. Beginning in February 2008, the majority of ARS in the marketplace, including the ARS that we hold in our portfolio, failed auction due to sell orders exceeding buy orders. Such failures resulted in the interest rate on these ARS resetting to predetermined rates in accordance with the underlying loan agreement, which might be lower than the current market rate of interest. In the event we need to liquidate our investments in these types of securities including for purposes of funding our operations, we will not be able to do so until a future auction on these investments in which demand equals or exceeds the supply of such securities being offered, the issuer redeems the outstanding securities, a buyer is found outside the auction process, the securities mature or there is a default requiring immediate payment from the issuer. These alternative liquidation measures may require that we sell our ARS at a substantial discount to par value. In the future, should the ARS we hold be subject to prolonged auction failures and we determine that the decline in value of ARS is other-than-temporary, we would recognize a loss in our consolidated statement of operations, which could be material. In addition, any future failed auctions may adversely impact the liquidity of our investments and our ability to fund our operations. Furthermore, if one or more of the issuers of the ARS held in our portfolio are unable to successfully close future auctions and their credit ratings deteriorate, we may be required to adjust the carrying value of these investments through additional impairment charges, which could be material. We may also incur significant legal and related expenses in connection with efforts to require one or more of the investment advisors that sold us ARS to provide liquidity for these securities. There can be no assurance that any such efforts would be successful.

If we are unable to retain our key employees and hire qualified sales and technical personnel, our ability to compete could be harmed.

Our future success depends upon the continued services of our executive officers and other key technology, sales, marketing and support personnel who have critical industry experience and relationships. There is significant competition for talented individuals in the regions in which our primary offices are located. This affects both our ability to retain key employees and hire new ones. None of our officers or key employees is bound by an employment agreement for any specific term. We compensate our officers and employees in part through equity incentives, including stock options. Some of these stock options held by our officers and employees have exercise prices in excess of the current market price of our common stock, which has diminished the retentive value of such options. The loss of the services of any of our key employees could hinder or delay the implementation of our business model and the development and introduction of, and negatively impact our ability to sell, our services.

We may need to defend against patent or copyright infringement claims, which would cause us to incur substantial costs.

Other companies or individuals, including our competitors, may hold or obtain patents or other proprietary rights that would prevent, limit or interfere with our ability to make, use or sell our services or develop new services, which could make it more difficult for us to increase revenues and improve or maintain profitability. Companies holding Internet-related patents or other intellectual property rights are increasingly bringing suits alleging infringement of such rights against both technology providers and customers that use such technology.

We have agreed to indemnify our customers if our services infringe specified intellectual property rights; therefore, we could become involved in litigation brought against customers if our services and technology are implicated. Any litigation or claims, whether or not valid, brought against us or pursuant to which we indemnify our customers could result in substantial costs and diversion of resources and require us to do one or more of the following:

cease selling, incorporating or using products or services that incorporate the challenged intellectual property;

pay substantial damages and incur significant litigation expenses;

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obtain a license from the holder of the infringed intellectual property right, which license may not be available on reasonable terms or at all; or

redesign products or services.

If we are forced to take any of these actions, our business may be seriously harmed. In the event of a successful claim of infringement against us and our failure or inability to obtain a license to the infringed technology, our business and operating results could be materially adversely affected.

Our business will be adversely affected if we are unable to protect our intellectual property rights from unauthorized use or infringement by third parties.

We rely on a combination of patent, copyright, trademark and trade secret laws and restrictions on disclosure to protect our intellectual property rights. These legal protections afford only limited protection. We have previously brought lawsuits against entities that we believe are infringing our intellectual property rights but have not always prevailed. Such lawsuits can be expensive and require a significant amount of attention of our management and technical personnel, and the outcomes are unpredictable. Developments and changes in patent law, such as changes in interpretations of the joint infringement standard, could also restrict how we enforce certain patents we hold. Monitoring unauthorized use of our services is difficult, and we cannot be certain that the steps we have taken will prevent unauthorized use of our technology, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States. Although we have licensed from other parties proprietary technology covered by patents, we cannot be certain that any such patents will not be challenged, invalidated or circumvented. Such licenses may also be non-exclusive, meaning our competition may also be able to access such technology. Furthermore, we cannot be certain that any pending or future patent applications will be granted, that any future patent will not be challenged, invalidated or circumvented, or that rights granted under any patent that may be issued will provide competitive advantages to us. If we are unable to protect our proprietary rights from unauthorized use, the value of our intellectual property assets may be reduced.

If our license agreement with MIT terminates, our business could be adversely affected.

We have licensed from MIT technology that is covered by various patents, patent applications and copyrights relating to Internet content delivery technology. Some of our core technology is based in part on the technology covered by these patents, patent applications and copyrights. Our license is effective for the life of the patents and patent applications; however, under limited circumstances, such as a cessation of our operations due to our insolvency or our material breach of the terms of the license agreement, MIT has the right to terminate our license. A termination of our license agreement with MIT could have a material adverse effect on our business.

If our ability to deliver media files in popular proprietary content formats were to become restricted or cost-prohibitive, demand for our content delivery services could decline, we could lose customers and our financial results could suffer.

Our business depends on our ability to deliver media content in all major formats. If our legal right or technical ability to store and deliver content in one or more popular proprietary content formats, such as Adobe® Flash® or Windows® Media®, was limited, our ability to serve our customers in these formats would be impaired and the demand for our content delivery services would decline by customers using these formats. Owners of propriety content formats may be able to block, restrict or impose fees or other costs on our use of such formats, which could lead to additional expenses for us and for our customers, or which could prevent our delivery of this type of content altogether. Such interference could result in a loss of existing customers, increased costs and impairment of our ability to attract new customers, which would harm our revenue, operating results and growth.

We face risks associated with international operations that could harm our business.

We have operations in numerous foreign countries and may continue to expand our sales and support organizations internationally. Such expansion could require us to make significant expenditures. We are

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increasingly subject to a number of risks associated with international business activities that may increase our costs, lengthen our sales cycle and require significant management attention. These risks include:

increased expenses associated with marketing services in foreign countries;

currency exchange rate fluctuations and limitations on the repatriation and investment of funds;

unexpected changes in regulatory requirements resulting in unanticipated costs and delays;

interpretations of laws or regulations that would subject us to regulatory supervision or, in the alternative, require us to exit a country, which could have a negative impact on the quality of our services or our results of operations;

uncertainty regarding liability for content or services;

adjusting to different employee/employer relationships and different regulations governing such relationships;

difficulty in staffing, developing and managing foreign operations as a result of distance, language and cultural differences;

longer accounts receivable payment cycles and difficulties in collecting accounts receivable; and

potentially adverse tax consequences.

If we are required to seek additional funding, such funding may not be available on acceptable terms or at all.

If we seek to acquire significant businesses or technologies or require more cash to fund our future plans, we may need to obtain funding from outside sources. The current economic environment makes it difficult for companies to obtain financing, particularly raising debt financing or implementing credit facilities. Therefore, we may not be able to raise additional capital, which could limit future actions we may want to take. Even if we were to find outside funding sources, we might be required to issue securities with greater rights than the securities we have outstanding today or issue debt that places restrictions on our future activities. We might also be required to take other actions that could lessen the value of our common stock, including borrowing money on terms that are not favorable to us.

Changes in regulations or user concerns regarding privacy and protection of user data could adversely affect our business.

Federal, state, foreign and international laws and regulations may govern the collection, use, retention, sharing and security of data that we receive from our customers, visitors to their websites and others. In addition, we have and post on our website our own privacy policy concerning the collection, use and disclosure of user data. Any failure, or perceived failure, by us to comply with our posted privacy policies or with any privacy-related laws, government regulations or directives, or industry self-regulatory principles could result in damage to our reputation or proceedings or actions against us by governmental entities or others, which could potentially have an adverse effect on our business.

A large number of legislative proposals pending before the U.S. Congress, various state legislative bodies and foreign governments concern data privacy and retention issues related to our business, particularly the advertising-related services we have begun to offer. It is not possible to predict whether, when, or the extent to which such legislation may be adopted. In addition, the interpretation and application of user data protection laws are currently unsettled. These laws may be interpreted and applied inconsistently from jurisdiction to jurisdiction and

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inconsistently with our current data protection policies and practices. Complying with these varying international requirements could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business.

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Internet-related and other laws could adversely affect our business.

Laws and regulations that apply to communications and commerce over the Internet are becoming more prevalent. In particular, the growth and development of the market for online commerce has prompted calls for more stringent tax, consumer protection, anti-discrimination and privacy laws, both in the United States and abroad, that may impose additional burdens on companies conducting business online or providing Internet-related services such as ours. The adoption of any of these measures could negatively affect both our business directly as well as the businesses of our customers, which could reduce their demand for our services. In addition, domestic and international government attempts to regulate the operation of the Internet could negatively impact our business.

Local tax laws that might apply to our servers, which are located in many different jurisdictions, could require us to pay additional taxes in those jurisdictions, which could adversely affect our continued profitability. We have recorded certain tax reserves to address potential exposures involving our sales and use and franchise tax positions. These potential tax liabilities result from the varying application of statutes, rules, regulations and interpretations by different jurisdictions. Our reserves, however, may not be adequate to cover our total actual liability. As a government contractor, we are also subject to numerous laws and regulations. If we fail to comply with applicable requirements, then we could face penalties, contract terminations and damage to our reputation. We also may be required to devote substantial resources to the development and improvement of procedures to ensure compliance with applicable regulations.

Global climate change could adversely impact our business.

Recent scientific studies and other news reports suggest the possibility of global climate change. In response, governments may adopt new regulations affecting the use of fossil fuels or requiring the use of alternative fuel sources. In addition, our customers may require us to take steps to demonstrate that we are taking ecologically responsible measures in operating our business. Our deployed network of tens of thousands of servers consumes significant energy resources, including those generated by the burning of fossil fuels. It is possible that future regulatory or legislative initiatives or customer demands could affect the costs of operating our network of servers and our other operations. Such costs and any expenses we incur to make our network more efficient could make us less profitable in future periods. Failure to comply with applicable laws and regulations or other requirements imposed on us could lead to fines, lost revenues and damage to our reputation.

Provisions of our charter documents, our stockholder rights plan and Delaware law may have anti-takeover effects that could prevent a change in control even if the change in control would be beneficial to our stockholders.

Provisions of our amended and restated certificate of incorporation, amended and restated by-laws and Delaware law could make it more difficult for a third party to acquire us, even if doing so would be beneficial to our stockholders. These provisions include:

A classified board structure so that only approximately one-third of our board of directors is up for re-election in any one year;

Our board of directors has the right to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;

Stockholders must provide advance notice to nominate individuals for election to the board of directors or to propose matters that can be acted upon at a stockholders' meeting; such provisions may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company; and

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Our board of directors may issue, without stockholder approval, shares of undesignated preferred stock; the ability to issue undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to acquire us.

In addition, our Board of Directors has adopted a stockholder rights plan the provisions of which could make it more difficult for a potential acquirer of Akamai to consummate an acquisition transaction without the approval of our Board of Directors. Further, as a Delaware corporation, we are also subject to certain Delaware anti-takeover provisions. Under Delaware law, a corporation may not engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the board of directors has approved the transaction. Our board of directors could rely on Delaware law to prevent or delay an acquisition of us.

A class action lawsuit has been filed against us and an adverse resolution of such action could have a material adverse effect on our financial condition and results of operations in the period in which the lawsuit is resolved.

We are named as a defendant in a purported class action lawsuit filed in 2001 alleging that the underwriters of our initial public offering received undisclosed compensation in connection with our initial public offering of common stock in violation of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. We are also a nominal defendant in a related lawsuit alleging violations of Section 16 of the Securities Exchange of 1934, as amended, by such underwriters and our officers and directors. See Item 3 of this annual report on Form 10-K for more information. Any conclusion of these matters in a manner adverse to us could have a material adverse affect on our financial position and results of operations.

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

We lease approximately 270,000 square feet of property for our headquarters in Cambridge, Massachusetts; the leases for such space are scheduled to expire in December 2019. Of this space, we have subleased approximately 73,000 square feet to other companies. Our primary west coast office is located in approximately 84,000 square feet of leased office space in San Mateo, California; the lease for such space is scheduled to expire in October 2015. We maintain offices in several other locations in the United States, including in or near each of Los Angeles and San Diego, California; Atlanta, Georgia; Chicago, Illinois; New York, New York; Dallas, Texas; Reston, Virginia and Seattle, Washington. We also maintain offices in Europe and Asia in or near the following cities: Bangalore and Mumbai, India; Beijing and Hong Kong, China; Munich, Germany; Paris, France; London, England; Tokyo and Osaka, Japan; Singapore; Madrid, Spain; Sydney, Australia; Milan, Italy; Stockholm, Sweden; Seoul, South Korea; and Zurich, Switzerland. All of our facilities are leased. The square footage amounts above are as of February 28, 2011. We believe our facilities are sufficient to meet our needs for the foreseeable future and, if needed, additional space will be available at a reasonable cost.

Item 3. *Legal Proceedings*

We are subject to legal proceedings, claims and litigation arising in the ordinary course of business. We do not expect the ultimate costs to resolve these matters to have a material adverse effect on our consolidated financial position, results of operations or cash flows. In addition to ordinary-course litigation, we are a party to the litigation described below.

Between July 2, 2001 and November 7, 2001, purported class action lawsuits seeking monetary damages were filed in the United States District Court for the Southern District of New York against us as well as against

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the underwriters of our October 28, 1999 initial public offering of common stock. The complaints were filed allegedly on behalf of persons who purchased our common stock during different time periods, all beginning on October 28, 1999 and ending on various dates. The complaints are similar and allege violations of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, primarily based on the allegation that the underwriters received undisclosed compensation in connection with our initial public offering. On April 19, 2002, a single consolidated amended complaint was filed, reiterating in one pleading the allegations contained in the previously filed separate actions. The consolidated amended complaint defines the alleged class period as October 28, 1999 through December 6, 2000. A Special Litigation Committee of our Board of Directors authorized management to negotiate a settlement of the pending claims substantially consistent with a Memorandum of Understanding that was negotiated among class plaintiffs, all issuer defendants and their insurers. The parties negotiated a settlement that was subject to approval by the District Court. On February 15, 2005, the Court issued an Opinion and Order preliminarily approving the settlement, provided that the defendants and plaintiffs agree to a modification narrowing the scope of the bar order set forth in the original settlement agreement. On June 25, 2007, the District Court signed an order terminating the settlement. On August 25, 2009, the plaintiffs filed a motion for final approval of a new proposed settlement (among plaintiffs, the underwriter defendants, the issuer defendants and the insurers for the issuer defendants), plan of distribution of the settlement fund, and certification of the settlement classes. On October 5, 2009, the District Court issued an opinion and order granting plaintiffs' motion for final approval of the settlement, approval of the plan of distribution of the settlement fund, and certification of the settlement classes. An order and final judgment was entered on November 24, 2009. Notices of appeal of the District Court's October 5, 2009 opinion and order have been filed in the United States Court of Appeals for the Second Circuit. If the District Court's order is upheld on appeal, we would have no material liability in connection with this litigation, and this litigation would be resolved.

On or about October 3, 2007, Vanessa Simmonds, a purported Akamai shareholder, filed a complaint in the U.S. District Court for the Western District of Washington, against the underwriters involved in our 1999 initial public offering of common stock, alleging violations of Section 16(b) of the Exchange Act of 1934, as amended. The complaint alleges that the combined number of shares of our common stock beneficially owned by the lead underwriters and certain unnamed officers, directors, and principal shareholders exceeded ten percent of our outstanding common stock from the date of our initial public offering on October 29, 1999, through at least October 28, 2000. The complaint further alleges that those entities and individuals were thus subject to the reporting requirements of Section 16(a) and the short-swing trading prohibition of Section 16(b) and failed to comply with those provisions. The complaint seeks to recover from the lead underwriters any short-swing profits obtained by them in violation of Section 16(b). Akamai was named as a nominal defendant in the action, but has no liability for the asserted claims. None of our directors or officers serving in such capacities at the time of our initial public offering are currently named as defendants in this action, but there can be no guarantee that the complaint will not be amended or a new complaint or suit filed to name such directors or officers as defendants in this action or another action alleging a violation of the same provisions of the Securities Exchange Act of 1934, as amended. On March 12, 2009, the Court granted a joint motion by Akamai and other issuer defendants to dismiss the complaint without prejudice on the grounds that Ms. Simmonds had failed to make an adequate demand on us prior to filing her complaint. In its order, the Court stated it would not permit Ms. Simmonds to amend her demand letters while pursuing her claims in the litigation. Because the Court dismissed the case on the grounds that it lacked subject matter jurisdiction, it did not specifically reach the issue of whether Ms. Simmonds' claims were barred by the applicable statute of limitations. However, the Court also granted a Joint Motion to Dismiss by the underwriter defendants in the action with respect to cases involving non-moving issuers, holding that the cases were barred by the applicable statute of limitations because the issuers' shareholders had notice of the potential claims more than five years prior to filing suit. Ms. Simmonds appealed. On December 2, 2010, the Ninth Circuit Court of Appeals affirmed the District Court's decision to dismiss the moving issuers' cases (including Akamai's) on the grounds that plaintiff's demand letters were insufficient to put the issuers on notice of the claims asserted against them and further ordered that the dismissals be made with prejudice. The Ninth Circuit, however, reversed and remanded the District Court's decision on the underwriters' motion to dismiss as to the claims arising from the non-moving issuers' IPOs, finding plaintiff's claims were not time-barred under the applicable statute of limitations. On January 18, 2011, the Ninth Circuit

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denied various parties' petitions for rehearing and for rehearing en banc but stayed its rulings to allow for appeals to the United States Supreme Court. We currently believe that the outcome of this litigation will not have a material adverse impact on our financial position or results of operations.

Item 4. *Reserved*
None.

Table of Contents**PART II****Item 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock, par value \$0.01 per share, trades under the symbol AKAM on The NASDAQ Global Select Market. The following table sets forth, for the periods indicated, the high and low sale price per share of the common stock on The NASDAQ Global Select Market:

	High	Low
Fiscal 2010:		
First Quarter	\$ 32.46	\$ 24.50
Second Quarter	\$ 46.72	\$ 31.13
Third Quarter	\$ 53.06	\$ 36.69
Fourth Quarter	\$ 54.65	\$ 42.91
Fiscal 2009:		
First Quarter	\$ 20.85	\$ 12.29
Second Quarter	\$ 23.58	\$ 18.59
Third Quarter	\$ 21.55	\$ 15.86
Fourth Quarter	\$ 26.27	\$ 18.00

As of February 22, 2011, there were 558 holders of record of our common stock.

We have never paid or declared any cash dividends on shares of our common stock or other securities and do not anticipate paying any cash dividends in the foreseeable future. We currently intend to retain all future earnings, if any, for use in the operation of our business.

Issuer Purchases of Equity Securities

The following is a summary of our repurchases of our common stock in 2010:

Period(1)	(a) Total Number of Shares Purchased(2)	(b) Average Price Paid per Share(3)	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(4)	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under Plans or Programs(5)
January 1, 2010 - January 31, 2010	71,900	\$ 26.26	71,900	\$ 31,810,670
February 1, 2010 - February 28, 2010	547,220	\$ 24.95	547,220	\$ 18,160,154
March 1, 2010 - March 31, 2010	215,000	\$ 29.62	215,000	\$ 11,791,630
April 1, 2010 - April 30, 2010	160,970	\$ 32.98	160,970	\$ 156,483,199
May 1, 2010 - May 31, 2010	209,800	\$ 38.54	209,800	\$ 148,398,017
June 1, 2010 - June 30, 2010	166,155	\$ 42.25	166,155	\$ 141,377,355
July 1, 2010 - July 31, 2010	116,650	\$ 41.95	116,650	\$ 136,483,320
August 1, 2010 - August 31, 2010	291,700	\$ 41.95	291,700	\$ 124,247,804
September 1, 2010 - September 30, 2010	113,700	\$ 49.40	113,700	\$ 118,630,878
October 1, 2010 - October 31, 2010	263,900	\$ 46.08	263,900	\$ 106,470,855
November 1, 2010 - November 30, 2010	122,800	\$ 49.55	122,800	\$ 100,386,042
December 1, 2010 - December 31, 2010	172,800	\$ 50.04	172,800	\$ 91,738,968
Total	2,452,595	\$ 37.49	2,452,595	

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- (1) Information is based on settlement dates of repurchase transactions.
- (2) Consists of shares of our common stock, par value \$.01 per share. All repurchases were made pursuant to an announced plan (see (4) below). All repurchases were made in open market transactions under the terms of a Rule 10b5-1 plan adopted by us.
- (3) Includes commissions paid.
- (4) On April 29, 2009, we announced that our Board of Directors had authorized a stock repurchase program for up to \$100.0 million of our common stock from time to time on the open market or in privately negotiated transactions. The Board of Directors did not specify an expiration date for this program. On April 28, 2010, we announced that the Board of Directors had approved a \$150.0 million, twelve-month extension of our stock repurchase program.
- (5) For January through mid-April 2010, dollar amounts represented reflect \$100.0 million minus the total aggregate amount purchased in such month and all prior months during which the repurchase program was in effect and aggregate commissions paid in connection therewith. For mid-April through December 2010, dollar amounts represented reflect \$250.0 million minus the total aggregate amount purchased in such month and all prior months during which the repurchase program and its extension were in effect and aggregate commissions paid in connection therewith.

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Item 6. Selected Consolidated Financial Data

The following selected consolidated financial data should be read in conjunction with our consolidated financial statements and related notes, Management's Discussion and Analysis of Financial Condition and Results of Operations and other financial data included elsewhere in this annual report on Form 10-K. The consolidated statement of operations and balance sheet data for all periods presented is derived from the audited consolidated financial statements included elsewhere in this annual report on Form 10-K or in annual reports on Form 10-K for prior years on file with the Commission.

As of January 1, 2006, we adopted a then-newly-required accounting standard related to share-based payments, which required us to record compensation expense for employee stock awards at fair value at the time of grant. As a result, our stock-based compensation expense increased significantly in 2006 as compared to prior years, causing our net income to decrease significantly as well. For the years ended December 31, 2010, 2009, 2008, 2007 and 2006, our pre-tax stock-based compensation expense was \$76.5 million, \$58.8 million, \$57.9 million, \$66.6 million and \$49.6 million, respectively.

In December 2006, we acquired Nine Systems, Inc., or Nine Systems, for a purchase price of \$157.5 million, comprised primarily of our common stock. This acquisition was accounted for under the purchase method of accounting. We allocated \$168.4 million of the cost of this acquisition to goodwill and other intangible assets. Net income for the years ended December 31, 2010, 2009, 2008, 2007 and 2006 included \$3.5 million, \$4.4 million, \$4.1 million, \$3.3 million and \$0.1 million, respectively, for the amortization of other intangible assets related to this acquisition.

In March 2007, we acquired Netli Inc., or Netli, for a purchase price of \$154.4 million, comprised primarily of our common stock. This acquisition was accounted for under the purchase method of accounting. We allocated \$148.4 million of the cost of this acquisition to goodwill and other intangible assets. Net income for the years ended December 31, 2010, 2009, 2008 and 2007 included \$4.7 million, \$4.0 million, \$3.1 million and \$0.7 million, respectively, for the amortization of other intangible assets related to this acquisition.

In April 2007, we acquired Red Swoosh Inc., or Red Swoosh, for a purchase price of \$18.7 million, comprised primarily of our common stock. This acquisition was accounted for under the purchase method of accounting. We allocated \$16.9 million of the cost of this acquisition to goodwill and other intangible assets. Net income for the years ended December 31, 2010, 2009 and 2008 included \$0.7 million, \$0.4 million and \$0.1 million, respectively, for the amortization of other intangible assets related to this acquisition.

In November 2008, we acquired aCerno Inc. and its parent companies, which we collectively refer to as acerno, for a purchase price of \$90.8 million in cash. This acquisition was accounted for under the purchase method of accounting. We allocated \$100.3 million of the cost of this acquisition to goodwill and other intangible assets. Net income for the years ended December 31, 2010, 2009 and 2008 included \$3.4 million, \$3.1 million and \$0.5 million, respectively, for the amortization of other intangible assets related to this acquisition.

In June 2010, we acquired substantially all of the assets and liabilities of Velocitude LLC, or Velocitude, in exchange for payment of approximately \$12.0 million in cash. We allocated \$11.6 million of the cost of the acquisition to goodwill and \$2.8 million to other intangible assets. Net income for the year ended December 31, 2010 included \$0.3 million for the amortization of other intangible assets related to this acquisition.

In April 2009, we announced that our Board of Directors had authorized a stock repurchase program permitting purchases of up to \$100.0 million of our common stock from time to time on the open market or in privately negotiated transactions. On April 28, 2010, we announced that our Board of Directors had authorized an extension of the stock repurchase program permitting purchases of an additional \$150.0 million of our common stock from time to time over the next 12 months on the open market or in privately negotiated transactions. The timing and amount of any shares repurchased will be determined by our management based on our evaluation of

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market conditions and other factors. We may choose to suspend or discontinue the repurchase program at any time subject to the restrictions in any Rule 10b5-1 plan adopted by us to implement the program. For the year ended December 31, 2010, we repurchased 2.5 million shares of our common stock for \$92.0 million and made prepayments of approximately \$0.7 million for purchases of our common stock having a settlement date in early January 2011. For the year ended December 31, 2009, we repurchased 3.3 million shares of our common stock for \$66.3 million and made prepayments of approximately \$0.2 million for purchases of our common stock having a settlement date in early January 2010. As of December 31, 2010, we had \$91.7 million remaining available for future purchases of shares under the approved repurchase program.

	2010	For the Years Ended December 31,			2006
		2009	2008	2007	
		(In thousands, except per share data)			
Consolidated Statements of Operations Data:					
Revenues	\$ 1,023,586	\$ 859,773	\$ 790,924	\$ 636,406	\$ 428,672
Total costs and operating expenses	769,309	636,293	578,660	491,478	345,566
Operating income	254,277	223,480	212,264	144,928	83,106
Net income	171,220	145,913	145,138	100,967	57,401
Net income per weighted average share:					
Basic	\$ 0.97	\$ 0.85	\$ 0.87	\$ 0.62	\$ 0.37
Diluted	\$ 0.90	\$ 0.78	\$ 0.79	\$ 0.56	\$ 0.34
Weighted average shares used in per share calculation:					
Basic	177,309	171,425	167,673	162,959	155,366
Diluted	190,650	188,658	186,685	185,094	176,767

	2010	2009	As of December 31,		2006
			2008	2007	
			(In thousands)		
Consolidated Balance Sheet Data:					
Cash, cash equivalents and unrestricted marketable securities	\$ 1,243,085	\$ 1,060,846	\$ 768,014	\$ 629,895	\$ 430,247
Restricted marketable securities	317	638	3,613	3,613	4,207
Working capital	713,316	433,880	401,453	606,667	285,409
Total assets	2,352,676	2,087,510	1,880,951	1,656,047	1,247,932
Other long-term liabilities	29,920	21,495	11,870	9,265	3,657
1% convertible senior notes, including current portion		199,755	199,855	199,855	200,000
Total stockholders' equity	\$ 2,177,605	\$ 1,738,722	\$ 1,568,770	\$ 1,358,552	\$ 954,693

Table of Contents**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations****Overview**

We provide services for accelerating and improving the delivery of content and applications over the Internet. We primarily derive income from the sale of services to customers executing contracts with terms of one year or longer, which we refer to as recurring revenue contracts or long-term contracts. These contracts generally commit the customer to a minimum monthly level of usage with additional charges applicable for actual usage above the monthly minimum. In recent years, however, we have entered into increasing numbers of customer contracts that have minimum usage commitments that are based on quarterly, annual or longer periods. Our goal of having a consistent and predictable base level of income is important to our financial success. Accordingly, to be successful, we must maintain our base of recurring revenue contracts by eliminating or reducing lost monthly or annual recurring revenue due to price reductions and customer cancellations or terminations and build on that base by adding new customers and increasing the number of services, features and functions that our existing customers purchase. At the same time, we must manage the rate of growth in our expenses as we invest in strategic initiatives that we anticipate will generate future revenue growth. Accomplishing these goals requires that we compete effectively in the marketplace on the basis of quality, price and the attractiveness of our services and technology.

This Management's Discussion and Analysis of Financial Condition and Results of Operations, or MD&A, should be read in conjunction with our consolidated financial statements and notes thereto which appear elsewhere in this annual report on Form 10-K. See **Risk Factors** elsewhere in this annual report on Form 10-K for a discussion of certain risks associated with our business. The following discussion contains forward-looking statements. The forward-looking statements do not include the potential impact of any mergers, acquisitions, or divestitures that may be announced after the date hereof.

Recent Event

On January 19, 2011, our Board of Directors elected Pamela L. Craig as a director on the Board, effective on April 1, 2011.

Overview of Financial Results

Our increase in net income in 2010 as compared to 2009 and 2008 reflects the success of our efforts to increase our monthly and annual recurring revenues while effectively managing the expenses needed to support such growth. The following sets forth, as a percentage of revenues, consolidated statements of operations data for the years indicated:

	2010	2009	2008
Revenues	100%	100%	100%
Cost of revenues	30	29	28
Research and development	5	5	5
Sales and marketing	22	21	21
General and administrative	16	17	17
Amortization of other intangible assets	2	2	2
Restructuring charge			
Total costs and operating expenses	75	74	73
Income from operations	25	26	27
Interest income	1	2	3
Interest expense			
Other (expense) income, net			
Gain (loss) on investments, net			
Loss on early extinguishment of debt			
Income before provision for income taxes	26	28	30
Provision for income taxes	9	11	11

Net income	17%	17%	19%
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We were profitable for fiscal years 2010, 2009 and 2008; however, we cannot guarantee continued profitability or profitability at the levels we have recently experienced for any period in the future. We have observed the following trends and events that are likely to have an impact on our financial condition and results of operations in the foreseeable future:

During each quarter of 2010, we were able to offset lost committed recurring revenue due to customer cancellations or terminations by adding new customers and increasing the number of services, features and functionalities that our existing customers purchase. A continuation of this trend, in conjunction with increased revenues from non-recurring revenue contracts, could lead to increased revenues; however, any such increased revenues could be offset if lower traffic reduces the revenues we earn on a non-committed basis or as a result of declines in the prices we charge.

During each quarter of 2010, unit prices offered to some new and existing customers declined, primarily as a result of increased competition from new and established competitors that are willing to use low unit prices as a method of differentiation. These price reductions primarily impacted customers, for which we deliver high volumes of traffic over our network, such as digital media customers. Budgetary constraints facing our customers due to current economic conditions also contributed to pricing pressure on certain services. If we continue to experience decreases in unit prices for new and existing customers and we are unable to offset such reductions with increased traffic over our network, our revenues and profit margins could decrease.

Historically, we have experienced seasonal variations in our quarterly revenues attributable to e-commerce services used by our retail customers, with higher revenues in the fourth quarter of the year and lower revenues during the summer months. If this trend continues, our ability to generate quarterly revenue growth on a sequential basis could be impacted.

During each quarter of 2010, we reduced our network bandwidth costs per unit by entering into new supplier contracts with lower pricing and amending existing contracts to take advantage of price reductions offered by our existing suppliers. Additionally, we continued to invest in internal-use software development to improve the performance and efficiency of our network. Due to the increased traffic delivered over our network, our total bandwidth costs increased during each quarter of 2010 as compared to the same quarters in 2009. We believe that our overall bandwidth costs will continue to increase as a result of expected higher traffic levels, partially offset by anticipated continued reductions in bandwidth costs per unit. If we do not experience lower per unit bandwidth pricing or we are unsuccessful at effectively routing traffic over our network through lower cost providers, total network bandwidth costs could increase more than expected in 2011.

During each quarter of 2010, no customer accounted for 10% or more of our total revenues. We expect that customer concentration levels will continue to decline compared to those in prior years if our customer base continues to grow.

During the year ended December 31, 2010, revenues derived from customers outside the United States accounted for 28% of our total revenues. For 2011, we anticipate revenues from such customers as a percentage of our total revenues to be consistent with 2010.

For the years ended December 31, 2010, 2009 and 2008, stock-based compensation expense was \$76.5 million, \$58.8 million and \$57.9 million, respectively. We expect that stock-based compensation expense will increase, as we continue to grant restricted stock units to employees, partially offset by a slight reduction in stock-based compensation from employee stock options as they become fully vested. As of December 31, 2010, our total unrecognized compensation costs for stock-based awards were \$106.5 million, which we expect to recognize as expense over a weighted average period of 1.4 years. This expense is expected to be recognized through 2014.

Depreciation and amortization expense related to our network equipment and internal-use software development costs increased by \$20.1 million during 2010 as compared to 2009. Due to expected future purchases of network equipment during 2011, we believe

that depreciation expense related to

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our network equipment will continue to increase in 2011. We expect to continue to enhance and add functionality to our service offerings and capitalize stock-based compensation expense attributable to employees working on such projects, which would increase the amount of capitalized internal-use software costs. As a result, we believe that the amortization of internal-use software development costs, which we include in cost of revenues, will be higher in 2011 as compared to 2010.

In November 2008, we entered into an agreement with one of our investment advisors pursuant to which we were granted a put option to sell the ARS we held at July 1, 2010 back to such investment advisor. In July 2010, we exercised this put option, and the investment advisor repurchased \$30.5 million of our ARS holdings at par value. As of December 31, 2010, we held \$150.8 million in par value of ARS. Based upon our cash, cash equivalents and marketable securities balance of \$1,243.4 million at December 31, 2010 and expected operating cash flows, we do not anticipate that the lack of liquidity associated with our ARS will adversely affect our ability to conduct business during 2011. We believe we have the ability to hold these ARS until a recovery of the auction process, a buyer is found outside the auction process, the securities are called or refinanced by the issuer, or until maturity.

During the year ended December 31, 2010, our effective income tax rate was 34.7%. We expect our annual effective income tax rate in 2011 to remain relatively consistent with 2010; this expectation does not take into consideration the effect of discrete items recorded as a result of our compliance with the accounting guidance for stock-based compensation or any tax planning strategies. In 2010, due to our continued utilization of available net operating losses, or NOLs, and tax credit carryforwards, our tax payments were significantly lower than our recorded income tax provision. We expect to utilize substantially all of our tax credit carryforwards in 2011. Once we have done so, the amount of cash tax payments we make will increase over those made in previous years.

Based on our analysis of, among other things, the aforementioned trends and events, as of the date of this annual report on Form 10-K, we expect to continue to generate net income on a quarterly and annual basis during 2011; however, our future results are likely to be affected by many factors identified in the section captioned *Risk Factors* and elsewhere in this annual report on Form 10-K, including our ability to:

increase our revenue by adding customers through recurring revenue contracts and limiting customer cancellations and terminations;

offset unit price declines for our services with higher volumes of traffic delivered on our network as well as increased sales of our value-added solutions;

prevent disruptions to our services and network due to accidents or intentional attacks; and

maintain our network bandwidth costs and other operating expenses consistent with our revenues.

As a result, there is no assurance that we will achieve our expected financial objectives, including generating positive net income, in any future period.

Application of Critical Accounting Policies and Estimates

Overview

Our MD&A is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. These principles require us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, cash flow and related disclosure of contingent assets and liabilities. Our estimates include those related to revenue recognition, accounts receivable and related reserves, valuation and impairment of investments and marketable securities, capitalized internal-use software costs, goodwill and other intangible assets, tax reserves, impairment and useful lives of long-lived assets, loss contingencies and stock-based compensation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the

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circumstances at the time such estimates are made. Actual results may differ from these estimates. For a complete description of our significant accounting policies, see Note 2 to our consolidated financial statements included elsewhere in this annual report on Form 10-K.

Definitions

We define our critical accounting policies as those accounting principles generally accepted in the United States of America that require us to make subjective estimates and judgments about matters that are uncertain and are likely to have a material impact on our financial condition and results of operations as well as the specific manner in which we apply those principles. Our estimates are based upon assumptions and judgments about matters that are highly uncertain at the time the accounting estimate is made and applied and require us to assess a range of potential outcomes.

Review of Critical Accounting Policies and Estimates

Revenue Recognition:

We recognize service revenue in accordance with the authoritative guidance for revenue recognition, including guidance on revenue arrangements with multiple deliverables. Revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

We primarily derive revenues from the sale of services to customers executing contracts with terms of one year or longer. These contracts generally commit the customer to a minimum monthly, quarterly or annual level of usage and specify the rate at which the customer must pay for actual usage above the monthly, quarterly or annual minimum. For these services, we recognize the monthly minimum as revenue each month, provided that an enforceable contract has been signed by both parties, the service has been delivered to the customer, the fee for the service is fixed or determinable and collection is reasonably assured. Should a customer's usage of our service exceed the monthly minimum, we recognize revenue for such excess usage in the period of the usage. For annual or other non-monthly period revenue commitments, we recognize revenue monthly based upon the customer's actual usage each month of the commitment period and only recognize any remaining committed amount for the applicable period in the last month thereof.

We typically charge customers an integration fee when the services are first activated. The integration fees are recorded as deferred revenue and recognized as revenue ratably over the estimated life of the customer arrangement. We also derive revenue from services sold as discrete, non-recurring events or based solely on usage. For these services, we recognize revenue once the event or usage has occurred.

When more than one element is contained in a revenue arrangement, we determine the fair value for each element in the arrangement based on vendor-specific objective evidence, or VSOE, for each respective element, including any renewal rates for services contractually offered to the customer. For arrangements in which we are unable to establish VSOE, third-party evidence, or TPE, of the fair value of each element is determined based upon the price charged when the element is sold separately by another vendor. For arrangements in which we are unable to establish VSOE or TPE for each element, we use the best estimate of selling price, or BESP, to determine the fair value of the separate deliverables. We allocate arrangement consideration across the multiple elements using the relative selling price method.

At the inception of a customer contract for service, we make an estimate as to that customer's ability to pay for the services provided. We base our estimate on a combination of factors, including the successful completion of a credit check or financial review, our collection experience with the customer and other forms of payment assurance. Upon the completion of these steps, we recognize revenue monthly in accordance with our revenue recognition policy. If we subsequently determine that collection from the customer is not reasonably assured, we

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record an allowance for doubtful accounts and bad debt expense for all of that customer's unpaid invoices and cease recognizing revenue for continued services provided until cash is received from the customer. Changes in our estimates and judgments about whether collection is reasonably assured would change the timing of revenue or amount of bad debt expense that we recognize.

We also sell our services through a reseller channel. Assuming all other revenue recognition criteria are met, we recognize revenue from reseller arrangements based on the reseller's contracted non-refundable minimum purchase commitments over the term of the contract, plus amounts sold by the reseller to its customers in excess of the minimum commitments. Amounts attributable to this excess usage are recognized as revenue in the period in which the service is provided.

From time to time, we enter into contracts to sell our services to unrelated companies at or about the same time we enter into contracts to purchase products or services from the same companies. If we conclude that these contracts were negotiated concurrently, we record as revenue only the net cash received from the vendor, unless the product or service received has a separate and identifiable benefit and the fair value to us of the vendor's product or service can be objectively established.

We may from time to time resell licenses or services of third parties. We record revenue for these transactions on a gross basis when we have risk of loss related to the amounts purchased from the third party and we add value to the license or service, such as by providing maintenance or support for such license or service. If these conditions are present, we recognize revenue when all other revenue recognition criteria are satisfied.

Deferred revenue represents amounts billed to customers for which revenue has not been recognized. Deferred revenue primarily consists of the unearned portion of monthly billed service fees; prepayments made by customers for future periods; deferred integration and activation set-up fees; and amounts billed under customer arrangements with extended payment terms.

Accounts Receivable and Related Reserves:

Trade accounts receivable are recorded at the invoiced amounts and do not bear interest. In addition to trade accounts receivable, our accounts receivable balance includes unbilled accounts that represent revenue recorded for customers that is typically billed within one month. We record reserves against our accounts receivable balance. These reserves consist of allowances for doubtful accounts and revenue from certain customers on a cash-basis. Increases and decreases in the allowance for doubtful accounts are included as a component of general and administrative expenses. Increases in the reserve for cash-basis customers are recorded as reduction of revenue. The reserve for cash-basis customers increases as services are provided to customers for which collection is no longer assured. The reserve decreases and revenue is recognized when and if cash payments are received.

Estimates are used in determining these reserves and are based upon our review of outstanding balances on a customer-specific, account-by-account basis. The allowance for doubtful accounts is based upon a review of customer receivables from prior sales with collection issues where we no longer believe that the customer has the ability to pay for prior services provided. We perform on-going credit evaluations of our customers. If such an evaluation indicates that payment is no longer reasonably assured for services provided, any future services provided to that customer will result in creation of a cash basis reserve until we receive consistent payments.

Valuation and Impairment of Investments and Marketable Securities:

Effective January 1, 2008, we implemented a then-newly-required accounting standard related to fair value measurement for our financial assets and liabilities that are re-measured and reported at fair value at each reporting period, and non-financial assets and liabilities that are re-measured and reported at fair value at least

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annually. The guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. We have certain financial assets and liabilities recorded at fair value (principally cash equivalents and short- and long-term marketable securities) that have been classified as Level 1, 2 or 3 within the fair value hierarchy as described in the fair value measurement guidance. Fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in accessible active markets for identical assets or liabilities. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are based on unobservable data points for the asset or liability.

Investments and marketable securities are considered to be impaired when a decline in fair value below cost basis is determined to be other-than-temporary. We periodically evaluate whether a decline in fair value below cost basis is other-than-temporary by considering available evidence regarding these investments including, among other factors, the duration of the period that, and extent to which, the fair value is less than cost basis; the financial health of and business outlook for the issuer, including industry and sector performance and operational and financing cash flow factors; overall market conditions and trends; and our intent and ability to retain our investment in the security for a period of time sufficient to allow for an anticipated recovery in market value. Once a decline in fair value is determined to be other-than-temporary, a write-down is recorded and a new cost basis in the security is established. Assessing the above factors involves inherent uncertainty. Write-downs, if recorded, could be materially different from the actual market performance of investments and marketable securities in our portfolio if, among other things, relevant information related to our investments and marketable securities was not publicly available or other factors not considered by us would have been relevant to the determination of impairment.

Included in our long-term marketable securities at December 31, 2010 are auction rate securities, or ARS, that are primarily AAA-rated bonds, which are all collateralized by federally-guaranteed student loans. At December 31, 2009, our short- and long-term marketable securities included ARS. ARS are long-term variable rate bonds tied to short-term interest rates that may reset through a Dutch auction process that is designed to occur every seven to 35 days. Historically, the carrying value (par value) of ARS approximated fair market value due to the resetting of variable interest rates. Beginning in mid-February 2008 and continuing throughout the period ended December 31, 2010, however, the auctions for ARS then held by us were unsuccessful. As a result, the interest rates on ARS reset to the maximum rate per the applicable investment offering statements. We will not be able to liquidate affected ARS until a future auction on these investments is successful, a buyer is found outside the auction process, the securities are called or refinanced by the issuer, or the securities mature.

In light of these liquidity issues, we performed a discounted cash flow analysis to determine the estimated fair value of these ARS investments. The discounted cash flow analysis we performed considered the timing of expected future successful auctions, the impact of extended periods of maximum interest rates, collateralization of underlying security investments and the creditworthiness of the issuer. The discounted cash flow analysis performed as of December 31, 2010 assumed a weighted average discount rate of 3.21% and expected term of five years. The discount rate was determined using a proxy based upon the current market rates for similar debt offerings within the AAA-rated ARS market. The expected term was based on management's estimate of future liquidity. As a result, as of December 31, 2010, we have estimated an aggregate pre-tax loss of \$13.5 million which was related to the impairment of ARS not deemed to be other-than-temporary and included in accumulated other comprehensive income (loss) within stockholders' equity.

Despite the failed auctions, we continue to receive cash flows in the form of specified interest payments from the issuers of ARS. In addition we believe it is more likely than not that we will not be required to sell the ARS prior to a recovery of par value and currently intend to hold the investments until such time because we believe we have sufficient cash and other marketable securities on-hand and from projected cash flows from operations. See [Liquidity and Capital Resources](#) below.

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Impairment and Useful Lives of Long-Lived Assets:

We review our long-lived assets, such as fixed assets and intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Events that would trigger an impairment review include a change in the use of the asset or forecasted negative cash flows related to the asset. When such events occur, we compare the carrying amount of the asset to the undiscounted expected future cash flows related to the asset. If this comparison indicates that impairment is present, the amount of the impairment is calculated as the difference between the carrying amount and the fair value of the asset. If a readily determinable market price does not exist, fair value is estimated using discounted expected cash flows attributable to the asset. The estimates required to apply this accounting policy include forecasted usage of the long-lived assets, the useful lives of these assets and expected future cash flows. Changes in these estimates could materially impact results from operations.

Goodwill and Other Intangible Assets:

We test goodwill for impairment on an annual basis or more frequently if events or changes in circumstances indicate that the asset might be impaired. As of December 31, 2010 and 2009, we concluded that we had one reporting unit and assigned the entire balance of goodwill to this reporting unit. The fair value of the reporting unit was determined using our market capitalization as of December 31, 2010 and 2009. We performed an impairment test of goodwill as of each of such dates and the tests did not indicate an impairment of goodwill. Other intangible assets consist of completed technologies, customer relationships, trademarks and non-compete agreements arising from acquisitions of businesses and acquired license rights. Purchased intangible assets, other than goodwill, are amortized over their estimated useful lives based upon the estimated economic value derived from the related intangible assets. Goodwill is carried at its historical cost.

Loss Contingencies:

We define a loss contingency as a condition involving uncertainty as to a possible loss related to a previous event that will not be resolved until one or more future events occur or fail to occur. Our primary loss contingencies relate to pending or threatened litigation. We record a liability for a loss contingency when we believe that it is probable that a loss will be incurred and the amount of the loss can be reasonably estimated. When we believe the likelihood of a loss is less than probable and more than remote, we do not record a liability, but we disclose the nature of these loss contingencies in the notes to our consolidated financial statements.

Tax Reserves:

Our provision for income taxes is comprised of a current and a deferred portion. The current income tax provision is calculated as the estimated taxes payable or refundable on tax returns for the current year. The deferred income tax provision is calculated for the estimated future tax effects attributable to temporary differences and carryforwards using expected tax rates in effect in the years during which the differences are expected to reverse or the carryforwards are expected to be realized.

We currently have net deferred tax assets, comprised of NOL carryforwards, tax credit carryforwards and deductible temporary differences. Our management periodically weighs the positive and negative evidence to determine if it is more likely than not that some or all of the deferred tax assets will be realized.

We have recorded certain tax reserves to address potential exposures involving our income tax and sales and use tax positions. These potential tax liabilities result from the varying application of statutes, rules, regulations and interpretations by different taxing jurisdictions. Our estimate of the value of our tax reserves contains assumptions based on past experiences and judgments about the interpretation of statutes, rules and regulations by taxing jurisdictions. It is possible that the costs of the ultimate tax liability or benefit from these matters may be materially more or less than the amount that we estimated.

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Uncertainty in income taxes are recognized in our financial statements under guidance that prescribes a two-step process to determine the amount of tax benefit to be recognized. First, the tax position must be evaluated to determine the likelihood that it will be sustained upon external examination. If the tax position is deemed more-likely-than-not to be sustained, the tax position is then assessed to determine the amount of benefit to recognize in the financial statements. The amount of the benefit that may be recognized is the largest amount that has a greater than 50 percent likelihood of being realized upon ultimate settlement. As of December 31, 2010, we had unrecognized tax benefits of \$15.1 million, including accrued interest and penalties.

Accounting for Stock-Based Compensation:

We issue stock-based compensation awards including stock options, restricted stock, restricted stock units and deferred stock units. Related to such awards, we measure the fair value at the grant date and we recognize such fair value as expense over the vesting period. We have selected the Black-Scholes option pricing model to determine the fair value of stock option awards. Determining the fair value of stock-based awards at the grant date requires judgment, including estimating the expected life of the stock awards and the volatility of the underlying common stock. Our assumptions may differ from those used in prior periods. Changes to the assumptions may have a significant impact on the fair value of stock options, which could have a material impact on our financial statements. Judgment is also required in estimating the amount of stock-based awards that are expected to be forfeited. Should our actual forfeiture rates differ significantly from our estimates, our stock-based compensation expense and results of operations could be materially impacted. In addition, for awards that vest and become exercisable only upon achievement of specified performance conditions, we make judgments and estimates each quarter about the probability that such performance conditions will be met or achieved. Changes to the estimates we make from time to time may have a significant impact on our stock-based compensation expense recorded and could materially impact our result of operations.

For stock options, restricted stock, restricted stock units and deferred stock units that contain only a service-based vesting feature, we recognize compensation cost on a straight-line basis over the awards' vesting period. For awards with a performance condition-based vesting feature, we recognize compensation cost on a graded-vesting basis over the awards' expected vesting period, commencing when achievement of the performance condition is deemed probable.

Capitalized Internal-Use Software Costs:

We capitalize the salaries and payroll-related costs, as well as stock-based compensation expense, of employees and consultants who devote time to the development of internal-use software projects. If a project constitutes an enhancement to previously-developed software, we assess whether the enhancement is significant and creates additional functionality to the software, thus qualifying the work incurred for capitalization. Once the project is complete, we estimate the useful life of the internal-use software, and we periodically assess whether the software is impaired. Changes in our estimates related to internal-use software would increase or decrease operating expenses or amortization recorded during the period.

Results of Operations

Revenues. Total revenues increased 19%, or \$163.8 million, to \$1,023.6 million for the year ended December 31, 2010 as compared to \$859.8 million for the year ended December 31, 2009. Total revenues increased 9%, or \$68.8 million, to \$859.8 million for the year ended December 31, 2009 as compared to \$790.9 million for the year ended December 31, 2008.

We believe that the continued growth in use of the Internet by businesses and consumers was the principal factor driving increased purchases of our services during each of the last several years. We expect this trend to continue in 2011 but at lower rates of growth due to general economic conditions and a leveling off of the rate of increased growth in use of the Internet. As of December 31, 2010, we had 3,483 customers under recurring revenue contracts as compared to 3,122 at December 31, 2009 and 2,858 at December 31, 2008.

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A significant portion of the increase in revenues for 2010 as compared to 2009 was driven by traffic growth from our customers in our media and entertainment vertical. Revenues from this traffic growth were partially offset by reduced prices charged to our customers. The increase in revenues from our commerce and enterprise customers for 2010 as compared to 2009 was principally due to increased purchases of value-added services. In our high tech vertical, we experienced an increase in traffic growth as well as an increase in demand for our application performance solution services. The increase in revenues from public sector customers was primarily attributable to the addition of new customers and government contracts. Growth in our commerce vertical contributed to a large portion of our revenue growth for 2009 as compared to 2008. This was attributable to our acquisition of acerno and its advertising services customer base in late 2008; our new advertising decision solutions service offering contributed \$23.1 million to such revenue growth. The balance of the increased revenues from our commerce customers, as well as enterprise customers, was principally due to increased purchases of value-added services such as our application performance solution services. The increase in revenues from customers in our high tech vertical was primarily driven by increases in the amount of traffic we delivered. While we also experienced increased traffic from customers in our media and entertainment vertical, the revenues from this traffic growth were offset by reduced prices charged to our customers. The increase in revenues from public sector customers was primarily attributed to the addition of new customers. The following table quantifies the contribution to growth in revenues from different industry verticals in which we sell our services (in millions):

	For the Year Ended December 31, 2010 as compared to 2009	For the Year Ended December 31, 2009 as compared to 2008
Media & Entertainment	\$ 75.9	\$ (1.2)
Commerce	38.7	35.0
Enterprise	20.0	17.9
High Tech	15.0	8.7
Public Sector	14.2	8.4
 Total net increase	 \$ 163.8	 \$ 68.8

For 2010, 2009 and 2008, 28%, 28% and 25%, respectively, of our total revenues were derived from our operations located outside of the United States, of which 17%, 18% and 18% of total revenues for 2010, 2009 and 2008, respectively, was derived from operations in Europe. Other than the United States, no single country accounted for 10% or more of our total revenues during these periods. We expect international sales as a percentage of our total sales in 2011 to remain consistent as compared to 2010.

Resellers accounted for 18% of total revenues in 2010, 18% in 2009 and 16% in 2008. For 2010, 2009 and 2008, no single customer accounted for 10% or more of total revenues.

Cost of Revenues. Cost of revenues includes fees paid to network providers for bandwidth and co-location of our network equipment. Cost of revenues also includes payroll and related costs and stock-based compensation expense for network operations personnel, cost of software licenses, depreciation of network equipment used to deliver our services, and amortization of internal-use software.

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Cost of revenues was comprised of the following (in millions):

	For the Years Ended December 31,		
	2010	2009	2008
Bandwidth and service-related fees	\$ 79.9	\$ 73.6	\$ 79.3
Co-location fees	96.1	72.1	57.5
Payroll and related costs of network operations personnel	14.0	11.6	10.8
Stock-based compensation, including amortization of prior capitalized amounts	10.3	8.6	6.6
Depreciation and impairment of network equipment	76.3	63.7	55.2
Amortization of internal-use software	26.8	20.3	13.2
Total cost of revenues	\$ 303.4	\$ 249.9	\$ 222.6

Cost of revenues increased 21%, or \$53.5 million, to \$303.4 million for the year ended December 31, 2010 as compared to \$249.9 million for the year ended December 31, 2009. Cost of revenues increased 12%, or \$27.3 million, to \$249.9 million for the year ended December 31, 2009 as compared to \$222.6 million for the year ended December 31, 2008. In each instance, these increases were primarily due to an increase in the amounts paid to network providers due to higher traffic levels, partially offset by reduced bandwidth costs per unit, an increase in co-location costs as we deployed more servers, and increases in depreciation expense of network equipment and amortization of internal-use software as we continued to invest in our infrastructure. Additionally, in each of 2010, 2009 and 2008, cost of revenues included stock-based compensation expense and amortization of capitalized stock-based compensation; such expense increased by \$1.7 million in 2010 as compared to 2009 and \$2.0 million in 2009 as compared to 2008. Cost of revenues during each of 2010, 2009 and 2008 also included credits received of approximately \$7.1 million, \$3.5 million and \$3.3 million, respectively, from settlements and renegotiations entered into in connection with billing disputes related to bandwidth contracts. Credits of this nature may occur in the future; however, the timing and amount of future credits, if any, are unpredictable.

We have long-term purchase commitments for bandwidth usage and co-location with various networks and Internet service providers. As of December 31, 2010 our current minimum commitments for the years ending December 31, 2011, 2012, 2013, 2014 and 2015 were approximately \$72.1 million, \$6.8 million, \$0.9 million, \$43,000 and \$32,000, respectively.

We believe cost of revenues will increase in 2011 as compared to 2010. We expect to deploy more servers and to deliver more traffic on our network, which would result in higher expenses associated with the increased traffic and co-location fees; however, such costs are likely to be partially offset by lower bandwidth costs per unit. Additionally, for 2011, we anticipate increases in depreciation expense related to our network equipment and amortization of internal-use software development costs, along with increased payroll and related costs, as we continue to make investments in our network with the expectation that our customer base will continue to expand.

Research and Development. Research and development expenses consist primarily of payroll and related costs and stock-based compensation expense for research and development personnel who design, develop, test, deploy and enhance our services and our network. Research and development costs are expensed as incurred, except for certain internal-use software development costs eligible for capitalization. During the years ended December 31, 2010, 2009 and 2008, we capitalized software development costs of \$31.1 million, \$25.8 million and \$23.9 million, respectively, net of impairments. These development costs consisted of external consulting, payroll and payroll-related costs for personnel involved in the development of internal-use software used to deliver our services and operate our network. Additionally, for the years ended December 31, 2010, 2009 and 2008, we capitalized as internal-use software \$7.6 million, \$6.2 million and \$7.4 million, respectively, of non-cash stock-based compensation. We amortize these capitalized internal-use software costs to cost of revenues over their estimated useful lives of two years.

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Research and development expenses increased 25%, or \$11.1 million, to \$54.8 million for the year ended December 31, 2010 as compared to \$43.7 million for the year ended December 31, 2009. Research and development expenses increased 11%, or \$4.4 million, to \$43.7 million for the year ended December 31, 2009 as compared to \$39.2 million for the year ended December 31, 2008. The increase in research and development expenses in 2010 as compared to 2009 was due to increases in payroll and related costs and stock-based compensation, partially offset by higher capitalized salaries. The increase in research and development expenses in 2009 as compared to 2008 was also due to increases in payroll and related costs, partially offset by higher capitalized salaries and a decrease in stock-based compensation expense. The following table quantifies the net changes in the various components of our research and development expenses for the periods presented (in millions):

	Increase (Decrease) in Research and Development Expenses	
	2010 to 2009	2009 to 2008
Payroll and related costs	\$ 11.6	\$ 5.5
Stock-based compensation	3.6	(0.1)
Capitalized salaries and other	(4.1)	(1.0)
Total net increase	\$ 11.1	\$ 4.4

We believe that research and development expenses will increase in 2011 as compared to 2010 because we expect to continue to hire additional development personnel in order to make improvements in our core technology, develop new services and make refinements to our other service offerings.

Sales and Marketing. Sales and marketing expenses consist primarily of payroll and related costs, stock-based compensation expense and commissions for personnel engaged in marketing, sales and support functions, as well as advertising and promotional expenses.

Sales and marketing expenses increased 26%, or \$47.3 million, to \$226.7 million for the year ended December 31, 2010 as compared to \$179.4 million for the year ended December 31, 2009. Sales and marketing expenses increased 9%, or \$15.1 million, to \$179.4 million for the year ended December 31, 2009 as compared to \$164.4 million for the year ended December 31, 2008. The increase in sales and marketing expenses during 2010 as compared to 2009 was primarily due to higher payroll and related costs, particularly commissions for sales and sales support personnel, attributable to revenue growth and an increase in stock-based compensation, marketing and related costs and an increase in other expenses, such as travel costs, which was partially offset by a reduction in training and conference costs. The increase in sales and marketing expenses during 2009 as compared to 2008 was primarily due to higher payroll and related costs. In 2009, these increases were partially offset by a reduction in marketing and related costs, as well as a decrease in other expenses, such as travel costs, as compared to 2008.

The following table quantifies the net increase in the various components of our sales and marketing expenses for the periods presented (in millions):

	Increase (Decrease) in Sales and Marketing Expenses	
	2010 to 2009	2009 to 2008
Payroll and related costs	\$ 33.0	\$ 17.0
Stock-based compensation	8.1	1.1
Marketing and related costs	3.9	(2.1)
Other expense	2.3	(0.9)
Total net increase	\$ 47.3	\$ 15.1

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We expect that sales and marketing expenses will increase in 2011 due to an expected increase in commissions on higher forecasted sales of our services and an increase in payroll and related costs due to continued growth in the number of our sales and marketing personnel.

General and Administrative. General and administrative expenses consist primarily of the following components:

payroll, stock-based compensation expense and other related costs, including expenses for executive, finance, business applications, network management, human resources and other administrative personnel;

depreciation and amortization of property and equipment we use internally;

fees for professional services;

rent and other facility-related expenditures for leased properties;

the provision for doubtful accounts;

insurance costs; and

non-income related taxes.

General and administrative expenses increased 15%, or \$21.7 million, to \$167.8 million for the year ended December 31, 2010 as compared to \$146.1 million for the year ended December 31, 2009. General and administrative expenses increased 7%, or \$10.1 million, to \$146.1 million for the year ended December 31, 2009 as compared to \$136.0 million for the year ended December 31, 2008. The increase in general and administrative expenses during 2010 as compared to 2009 was primarily due to an increase in payroll and related costs as a result of headcount growth, an increase in stock-based compensation, facilities-related costs and other expenses such as non-capitalizable equipment purchases and maintenance. These increases were partially offset by reductions in the provision for doubtful accounts during 2010 as compared to 2009. The increase in general and administrative expenses during 2009 as compared to 2008 was primarily due to an increase in payroll and related costs as a result of headcount growth. Additionally, facilities-related costs and amortization of leasehold improvements increased as a result of office expansions. The increase in 2009 as compared to 2008 was also attributable to an increase in the provision for doubtful accounts. These increases were offset by a reduction in legal fees during 2009 as compared to 2008.

The following table quantifies the net increase in various components of our general and administrative expenses for the periods presented (in millions):

	Increase (Decrease) in General and Administrative Expenses	
	2010 to 2009	2009 to 2008
Payroll and related costs	\$ 13.3	\$ 3.2
Stock-based compensation	5.4	0.1
Non-income taxes	0.1	0.3
Facilities-related costs	2.6	4.4
Depreciation and amortization	0.7	3.8
Provision for doubtful accounts	(7.0)	3.2
Legal fees	1.1	(5.4)

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Consulting and advisory services	(0.1)	1.0
Other expenses	5.6	(0.5)
Total net increase	\$ 21.7	\$ 10.1

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We expect general and administrative expenses to increase in 2011 as compared to 2010 due to increased payroll and related costs attributable to increased hiring.

Amortization of Other Intangible Assets. Amortization of other intangible assets consists of the amortization of intangible assets acquired in business combinations and amortization of acquired license rights. Amortization of other intangible assets remained consistent at \$16.7 million for each of the years ended December 31, 2010 and 2009. Amortization of other intangible assets increased 20%, or \$2.8 million, to \$16.7 million for the year ended December 31, 2009 as compared to \$13.9 million for the year ended December 31, 2008. The increase in amortization of other intangible assets in 2009 as compared to 2008 was due to a full year of amortization of intangible assets from the acquisition of acerno in November 2008. Based on current circumstances, amortization expense is expected to be approximately \$16.9 million, \$15.9 million, \$13.1 million, \$7.6 million and \$5.1 million for the years ending December 31, 2011, 2012, 2013, 2014 and 2015, respectively.

Interest Income. Interest income includes interest earned on invested cash balances and marketable securities. Interest income decreased 22%, or \$3.5 million, to \$12.2 million for the year ended December 31, 2010 as compared to \$15.6 million for the year ended December 31, 2009. Interest income decreased 37%, or \$9.1 million, to \$15.6 million for the year ended December 31, 2009 as compared to \$24.8 million for the year ended December 31, 2008. The decreases in 2010 as compared to 2009 and in 2009 as compared to 2008 were primarily due to lower interest rates earned on our investments during the comparable periods.

Interest Expense. Interest expense includes interest paid on our debt obligations as well as amortization of deferred financing costs. Interest expense decreased 40%, or \$1.1 million, to \$1.7 million for the year ended December 31, 2010 as compared to \$2.8 million for the year ended December 31, 2009. Interest expense remained consistent at \$2.8 million for the year ended December 31, 2009 compared to the year ended December 31, 2008. Interest expense during these periods was primarily attributable to interest payable on the outstanding amount of our 1% convertible senior notes. The decrease in interest expense in 2010 resulted from the conversion of common stock of an aggregate of \$199.8 million in principal amount of our 1% convertible notes. As of December 31, 2010, we had no outstanding interest-bearing indebtedness requiring the payment of interest.

Other (Expense) Income, net. Other (expense) income, net primarily represents net foreign exchange gains and losses incurred, gains from legal settlements, and other non-operating (expense) income items. Other (expense) income, net decreased \$2.6 million to \$2.5 million of expense for the year ended December 31, 2010 as compared to \$0.2 million of income for the year ended December 31, 2009. Other income, net decreased 65%, or \$0.3 million, to \$0.2 million for the year ended December 31, 2009 as compared to \$0.5 million for the year ended December 31, 2008. Other (expense) income, net for the year ended December 31, 2010 consisted of foreign exchange losses. Other income, net for the year ended December 31, 2009 consisted of \$0.8 million of gains on legal settlements and \$1.1 million of gains on divestiture of certain assets, offset by \$1.7 million of foreign exchange losses. Other income, net for the year ended December 31, 2008 consisted mostly of foreign exchange gains. Other (expense) income, net may fluctuate in the future based upon movements in foreign exchange rates, the outcome of legal proceedings and other events.

Gain (Loss) on Investments, net. During the year ended December 31, 2010, we recorded a net gain on investments of \$0.4 million primarily related to the sale of marketable securities. Additionally, during 2010 we recorded a gain of \$9.6 million due to a decrease in the other-than-temporary impairment of certain ARS and a loss of \$9.6 million on a put option related to our ARS holdings. During the year ended December 31, 2009, we recorded a net gain on investments of \$0.8 million, which primarily related to an unrealized gain of \$3.3 million from a decrease in the other-than-temporary impairment of certain marketable securities and an unrealized loss of \$2.9 million on a put option related to our ARS holdings. During the year ended December 31, 2008, we recorded a net loss on investments of \$0.2 million, which reflects a loss of \$12.9 million due to other-than-temporary impairments on certain marketable securities; a gain of \$12.5 million realized on a put option related to our ARS received from one of our investment advisors in November 2008; and a gain of \$0.2 million on the sale of marketable securities.

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Loss on Early Extinguishment of Debt. During the year ended December 31, 2010, we recorded a loss on early extinguishment of debt of \$0.3 million as a result of early conversions of \$151.7 million in principal of our 1% convertible notes into shares of our common stock

Provision for Income Taxes. For the year ended December 31, 2010, our effective tax rate of 34.7% was lower than the 35% statutory federal income tax rate applicable to corporations due primarily to benefit recorded for research and development tax credits partially offset by the state income taxes. For the years ended December 31, 2009 and December 31, 2008, our effective tax rates of 38.5% and 38.1%, respectively, were higher than the 35% statutory federal income tax rate due primarily to state income taxes and the effect of non-deductible stock-based compensation, partially offset by the benefit recorded for research and development tax credits.

Provision for income taxes remained consistent at \$91.2 million for the year ended December 31, 2010 as compared to \$91.3 million for the year ended December 31, 2009. Provision for income taxes increased by 2%, or \$1.9 million, to \$91.3 million for the year ended December 31, 2009 as compared to \$89.4 million for the year ended December 31, 2008. The slight decrease from 2009 to 2010 was due to a decrease in the effective tax rate, offset by an increase in operating income. The increase from 2008 to 2009 was primarily due to an increase in our operating income.

While we expect our consolidated annualized effective tax rate in 2011 to remain relatively consistent with 2010, this expectation does not take into consideration the effect of discrete items recorded as a result of stock-based compensation or any potential tax planning strategies. Our effective tax rate could be materially different depending on the nature and timing of the disposition of incentive and other employee stock options. Further, our effective tax rate may fluctuate within a fiscal year and from quarter to quarter, due to items arising from discrete events, including settlements of tax audits and assessments, the resolution or identification of tax position uncertainties and acquisitions of other companies. In 2010, due to our continued utilization of available NOLs and tax credit carryforwards, our tax payments were significantly lower than our recorded income tax provision. We expect to utilize substantially all of our tax credit carryforwards in 2011. Once we have done so, the amount of cash tax payments we make will increase over those made in previous years.

In determining our net deferred tax assets and valuation allowances, annualized effective tax rates, and cash paid for income taxes, management is required to make judgments and estimates about domestic and foreign profitability, the timing and extent of the utilization of NOL carryforwards, applicable tax rates, transfer pricing methodologies and tax planning strategies. Judgments and estimates related to our projections and assumptions are inherently uncertain; therefore, actual results could differ materially from our projections.

We have recorded certain tax reserves to address potential exposures involving our income tax and sales and use tax positions. These potential tax liabilities result from the varying application of statutes, rules, regulations and interpretations by different taxing jurisdictions. Our estimate of the value of these tax reserves reflects assumptions based on past experiences and judgments about the interpretation of statutes, rules and regulations by taxing jurisdictions. It is possible that the ultimate tax liability or benefit from of these matters may be materially greater or less than the amount that we have estimated.

Non-GAAP Measures

In addition to the traditional financial measurements that are reflected in our financial statements that have been prepared in accordance with GAAP, we also compile and monitor certain non-GAAP financial measures related to the performance of our business. We typically discuss the non-GAAP financial measures described below on our quarterly public earnings release calls. A non-GAAP financial measure is a numerical measure of a company's historical or future financial performance that excludes amounts that are included in the most directly comparable measure calculated and presented in the GAAP statement of operations.

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We believe that making available the non-GAAP financial measures described below helps investors to gain a meaningful understanding of our past performance and future prospects, especially when comparing such results to previous periods, forecasts or competitors' financial statements. Our management uses these non-GAAP measures, in addition to GAAP financial measures, as the basis for measuring our core operating performance and comparing such performance to that of prior periods and to the performance of our competitors. These measures are also used by management in its financial and operational decision-making.

We consider fully-taxed normalized net income and fully-taxed normalized net income per diluted common share to be important indicators of our overall performance as they eliminate the effects of events that are either not part of our core operations or are non-cash. We define fully-taxed normalized net income as net income determined in accordance with GAAP excluding the following pre-tax items: amortization of other acquired intangible assets, stock-based compensation expense, stock-based compensation reflected as a component of amortization of capitalized internal-use software, restructuring charges and benefits, acquisition related costs (benefits), certain gains and losses on investments and loss on early extinguishment of debt.

The following table reconciles GAAP net income to fully-taxed normalized net income and fully-taxed normalized net income per diluted share for the years ended December 31, 2010, 2009 and 2008:

	Unaudited		
	For the Years Ended December 31,		
	2010	2009	2008
	(in thousands)		
Net income	\$ 171,220	\$ 145,913	\$ 145,138
Amortization of other acquired intangible assets	16,657	16,722	13,905
Stock-based compensation	76,468	58,797	57,899
Amortization of capitalized stock-based compensation	7,509	6,413	4,212
(Gain) loss on investments, net		(457)	157
Utilization of tax NOLs/credits*			
Loss on early extinguishment of debt	299		
Acquisition related costs (benefits)	(415)		
Restructuring charge		454	2,509
Total fully-taxed normalized net income	\$ 271,738	\$ 227,842	\$ 223,820
Fully-taxed normalized net income per diluted share	\$ 1.43	\$ 1.22	\$ 1.20
Shares used in GAAP net income per diluted share calculation	190,650	188,658	186,685
Less: tax effect of stock-based compensation under the treasury stock method			697
Shares used in fully-taxed normalized net income per diluted share calculation	190,650	188,658	187,382

* For the year ended December 31, 2009 and 2008, we previously reported Utilization of tax NOLs/credits of \$84,203 and \$84,722, respectively, which increased our non-GAAP net income. Beginning in 2010, we no longer include Utilization of tax NOLs/credits in determining our non-GAAP net income due to the expectation of fully utilizing most of our NOLs and tax credit carryforwards in 2010.

We consider Adjusted EBITDA to be another important indicator of our operational strength and the performance of our business and a good measure of our historical operating trend. Adjusted EBITDA eliminates items that are either not part of our core operations or do not require a cash outlay. We define Adjusted EBITDA as net income determined in accordance with GAAP excluding interest, income taxes, depreciation and amortization of tangible and intangible assets, stock-based compensation expense, stock-based compensation reflected as a component of amortization of capitalized internal-use software, restructuring charges and benefits, acquisition related costs (benefits), certain gains and losses on investments, foreign exchange gains and losses, loss on early extinguishment of debt, and gains or losses on legal settlements.

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The following table reconciles GAAP net income to Adjusted EBITDA for the years ended December 31, 2010, 2009 and 2008:

	Unaudited		
	For the Years Ended December 31,		
	2010	2009	2008
	(in thousands)		
Net income	\$ 171,220	\$ 145,913	\$ 145,138
Amortization of other acquired intangible assets	16,657	16,722	13,905
Stock-based compensation	76,468	58,797	57,899
Amortization of capitalized stock-based compensation	7,509	6,413	4,212
(Gain) loss on investments, net		(457)	157
Utilization of tax NOLs/credits*			
Loss on early extinguishment of debt	299		
Acquisition related costs (benefits)	(415)		
Restructuring charge		454	2,509
Interest income, net of interest expense	(10,862)	(13,132)	(21,967)
Provision for income taxes	91,152	91,319	89,397
Depreciation and amortization	119,076	99,358	79,964
Other loss (income), net	2,468	(163)	(461)
Adjusted EBITDA	\$ 473,572	\$ 405,224	\$ 370,753

These non-GAAP financial measures should be used in addition to and in conjunction with results presented in accordance with GAAP.

Liquidity and Capital Resources

To date, we have financed our operations primarily through public and private sales of debt and equity securities, proceeds from exercise of stock awards and cash generated by operations.

As of December 31, 2010, our cash, cash equivalents and marketable securities, which consisted of corporate debt securities, United States treasury and government agency securities, commercial paper, corporate debt securities and student loan-backed ARS, totaled \$1,243.4 million. We place our cash investments in instruments that meet high credit quality standards, as specified in our investment policy. Our investment policy also limits the amount of our credit exposure to any one issue or issuer and seeks to manage these assets to achieve our goals of preserving principal, maintaining adequate liquidity at all times, and maximizing returns subject to our investment policy.

We held approximately \$150.8 million and \$274.9 million in par value of ARS at December 31, 2010 and 2009, respectively. ARS are primarily AAA-rated bonds, most of which are guaranteed by the U.S. government as part of the Federal Family Education Loan Program through the U.S. Department of Education. None of the ARS in our portfolio are mortgage-backed or collateralized debt obligations. In mid-February 2008, all of our ARS experienced failed auctions, which failures continued throughout the period ended December 31, 2010. As a result, we have been unable to liquidate most of our holdings of ARS. Based on our ability to access our cash and other short-term investments, our expected operating cash flows and our other sources of cash, we do not anticipate the current lack of liquidity on these investments to have a material impact on our financial condition or results of operations in 2011 or in the foreseeable future. In November 2008, we entered into an agreement with one of our investment advisors that provided for the repurchase, beginning on June 30, 2010, of all of the ARS we purchased through such financial advisor if we have been unable to achieve liquidity with respect to such securities before that time. In early July 2010, we exercised our put right under the agreement, and the investment advisor repurchased \$30.5 million of ARS at par value.

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Net cash provided by operating activities decreased by \$22.0 million to \$402.5 million for the year ended December 31, 2010 as compared to \$424.4 million for the year ended December 31, 2009. The change in net cash provided by operating activities for the year ended December 31, 2010 as compared the year ended December 31, 2009 was primarily due to an increase in net income and depreciation and amortization expense, offset by an increase in working capital, an increase in our excess tax benefits from stock-based compensation and a decrease in our provision for deferred income taxes. Cash provided by operating activities increased by \$80.9 million to \$424.4 million for the year ended December 31, 2009 as compared to \$343.5 million for the year ended December 31, 2008. We expect that cash provided by operating activities will increase as a result of an expected increase in cash collections related to higher revenues, partially offset by an expected increase in operating expenses that require cash outlays such as salaries and higher commissions. Current economic conditions could negatively impact our cash provided by operating activities if we are unable to manage our days sales outstanding or our business otherwise deteriorates.

Net cash used in investing activities was \$335.4 million for the year ended December 31, 2010 as compared to \$357.5 million for the year ended December 31, 2009. Net cash used in investing activities was \$364.4 million for the year ended December 31, 2008. Cash used in investing activities for 2010 reflects purchases of short- and long-term marketable securities of \$1,146.5 million, purchases of property and equipment of \$192.0 million, including the capitalization of internal-use software development costs, cash paid for the acquisition of substantially all of the assets of Velocitude of \$12.7 million, and an increase in other investments of \$0.5 million. Amounts attributable to these purchases and investments were offset, in part, by proceeds from sales and maturities of short- and long-term marketable securities of \$1,015.8 million. Cash used in investing activities for 2009 reflects a \$5.8 million earn-out payment associated with our purchase of acerno, purchases of short- and long-term marketable securities of \$790.4 million and purchases of property and equipment of \$108.1 million, including the capitalization of internal-use software development costs. Amounts attributable to these purchases and investments were offset, in part, by proceeds from sales and maturities of short- and long-term marketable securities of \$545.1 million. Net cash used in investing activities for 2008 reflects the purchase of acerno in November 2008 for \$83.7 million, purchases of short- and long-term marketable securities of \$533.1 million and purchases of property and equipment of \$115.4 million, including capitalization of internal-use software development costs. Amounts attributable to these purchases and investments were offset, in part, by the proceeds from sales and maturities of short- and long-term marketable securities of \$367.7 million. For 2011, we expect total capital expenditures, a component of cash used in investing activities, to be approximately 16% of total revenue for the year. We expect to fund such capital expenditures through cash generated from operations.

Cash used in financing activities was \$17.7 million for the year ended December 31, 2010 as compared to \$42.5 million used in financing activities for the year ended December 31, 2009. Cash provided by financing activities was \$33.1 million for the year ended December 31, 2008. Cash used in financing activities for the year-ended December 31, 2010 consisted of \$92.4 million related to a common stock repurchase program we initiated in April 2009 and extended in April 2010. This amount was offset by cash provided by financing activities for the year ended December 31, 2010, which included proceeds of \$45.8 million from the issuance of common stock upon exercises of stock options and sales of shares under our employee stock purchase plan and \$29.0 million related to excess tax benefits from stock-based compensation. Cash used in financing activities for the year-ended December 31, 2009 consisted of \$66.5 million related to a common stock repurchase program we initiated in April 2009. This amount was offset by cash provided by financing activities for the year ended December 31, 2009, which included proceeds of \$21.7 million from the issuance of common stock upon exercises of stock options and sales of shares under our employee stock purchase plan and \$2.2 million related to excess tax benefits from stock-based compensation. Cash provided by financing activities for the year ended December 31, 2008 included proceeds of \$22.0 million from the issuance of common stock upon exercises of stock options and sales of shares under our employee stock purchase plan and \$11.2 million related to excess tax benefits from stock-based compensation.

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Changes in cash, cash equivalents and marketable securities are dependent upon changes in, among other things, working capital items such as deferred revenue, accounts payable, accounts receivable and various accrued expenses, as well as changes in our capital and financial structure, including debt and equity repurchases and issuances, stock option exercises, sales of equity investments and similar events.

The following table represents the net inflows and outflows of cash, cash equivalents and marketable securities for the periods presented (in millions):

	For the Years Ended December 31,		
	2010	2009	2008
Cash, cash equivalents and marketable securities balance as of December 31, 2009, 2008 and 2007, respectively	\$ 1,061.5	\$ 771.6	\$ 633.5
Changes in cash, cash equivalents and marketable securities:			
Receipts from customers	1,027.7	893.0	786.6
Payments to vendors	(556.4)	(383.6)	(378.3)
Payments for employee payroll	(247.3)	(204.1)	(184.2)
Common stock repurchases	(92.4)	(66.5)	
Realized and unrealized gains (losses) on marketable investments and other investment-related assets, net	6.5	20.0	(38.3)
Debt interest and premium payments	(1.3)	(2.0)	(2.0)
Stock option exercises and employee stock purchase plan issuances	45.8	21.7	22.0
Cash used in business acquisitions	(12.7)	(5.8)	(83.7)
Interest income	12.2	15.6	24.8
Other	(0.2)	1.6	(8.8)
Net increase	181.9	289.9	138.1
Cash, cash equivalents and marketable securities balance as of December 31, 2010, 2009 and 2008, respectively	\$ 1,243.4	\$ 1,061.5	\$ 771.6

As part of an agreement entered into with one of our investment advisors under which it agreed to repurchase all of our ARS held with that investment advisor beginning on June 30, 2010 if we had been unable to achieve liquidity with respect to such ARS before then, we were also offered the ability to enter into a line of credit that would be collateralized by the underlying ARS investments. In January 2009, the line of credit was approved by the investment advisor. In early July 2010, we exercised our put right under the agreement, and the investment advisor repurchased \$30.5 million of ARS at the par value. The unused letter of credit has expired.

We believe, based on our present business plan, that our current cash, cash equivalents and marketable securities and forecasted cash flows from operations will be sufficient to meet our cash needs for working capital and capital expenditures for at least the next 24 months. If the assumptions underlying our business plan regarding future revenue and expenses change, if we are unable to liquidate our marketable securities, or if unexpected opportunities or needs arise, we may seek to raise additional cash by selling equity or debt securities. We may not, however, be able to sell equity or debt securities on terms we consider reasonable or at all. If additional funds are raised through the issuance of equity or debt securities, these securities could have rights, preferences and privileges senior to those accruing to holders of common stock, and the terms of such debt could impose restrictions on our operations. The sale of additional equity or convertible debt securities could result in additional dilution to our existing stockholders. See **Risk Factors** elsewhere in this annual report on Form 10-K for a discussion of additional factors that could affect our liquidity.

Table of Contents**Contractual Obligations, Contingent Liabilities and Commercial Commitments**

The following table presents our contractual obligations and commercial commitments, as of December 31, 2010, for the next five years and thereafter (in millions):

Contractual Obligations	Total	Payments Due by Period			
		Less than 12 Months	12 to 36 Months	36 to 60 Months	More than 60 Months
Real estate operating leases	\$ 156.2	\$ 25.3	\$ 40.9	\$ 35.7	\$ 54.3
Bandwidth and co-location agreements	79.9	72.1	7.7	0.1	
Open vendor purchase orders	80.8	80.8			
Total contractual obligations	\$ 316.9	\$ 178.2	\$ 48.6	\$ 35.8	\$ 54.3

In accordance with the authoritative guidance for accounting for uncertainty in income taxes, as of December 31, 2010, we had unrecognized tax benefits of \$15.1 million, which included \$4.3 million of accrued interest and penalties. We do not expect to recognize any of these tax benefits in 2011. We are not, however, able to provide a reasonably reliable estimate of the timing of future payments relating to these obligations.

Letters of Credit

As of December 31, 2010, we had outstanding \$5.3 million in irrevocable letters of credit issued by us in favor of third-party beneficiaries, primarily related to facility leases. Approximately \$0.3 million and \$45,000 of these letters of credit are collateralized by restricted marketable securities and are classified as short-term and long-term marketable securities, respectively, on our consolidated balance sheet at December 31, 2010. The restrictions on these marketable securities lapse as we fulfill our obligations or as such obligations expire under the terms of the letters of credit. These restrictions are expected to lapse at various times through August 2014. The remaining \$5.0 million of irrevocable letters of credit are unsecured and are expected to remain in effect until December 2019.

Off-Balance Sheet Arrangements

We have entered into various indemnification arrangements with third parties, including vendors, customers, landlords, our officers and directors, shareholders of acquired companies and third party licensees of our technology. Generally, these indemnification agreements require us to reimburse losses suffered by third parties due to various events, such as lawsuits arising from patent or copyright infringement or our negligence. These indemnification obligations are considered off-balance sheet arrangements in accordance with the authoritative guidance for guarantor's accounting and disclosure requirements for guarantees, including indirect guarantees of indebtedness of others. To date, we have not encountered material costs as a result of such obligations and have not accrued any significant liabilities related to such indemnification obligations in our financial statements. See Note 11 to our consolidated financial statements included elsewhere in this annual report on Form 10-K for further discussion of these indemnification agreements.

Litigation

We are party to litigation that we consider routine and incidental to our business. Management does not currently expect the results of any of these litigation matters to have a material adverse effect on our business, results of operations or financial condition. See Legal Proceedings elsewhere in this annual report on Form 10-K for further discussion on litigation.

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Recent Accounting Pronouncements

In September 2009, the Emerging Issues Task Force of the Financial Accounting Standards Board, or FASB, issued authoritative guidance on revenue arrangements with multiple deliverables. This guidance provides an alternative method for establishing the selling price for a deliverable. When VSOE or third-party evidence for deliverables in an arrangement cannot be determined, companies will be required to develop an estimate of the selling price for separate deliverables and allocate arrangement consideration using the relative selling price method. We have elected to early adopt this accounting guidance at the beginning of our first quarter of fiscal 2010 on a prospective basis for all new or materially modified arrangements entered into on or after January 1, 2010. To date, we have been able to determine the selling price for each element in multiple element arrangements based on VSOE for each respective element. Specifically, the selling price is determined based upon the price charged when the element is sold separately or based on the renewal rate for services contractually offered to the customer. As a result, the adoption of this guidance did not have a material impact on our consolidated financial statements. In terms of the timing and pattern of revenue recognition, the new accounting guidance for revenue recognition is not expected to have a significant effect on revenues in periods after the initial adoption when applied to multiple element arrangements based on current go-to-market strategies due to the existence of VSOE across our service offerings.

In October 2009, the FASB issued an accounting standard for certain revenue arrangements that include software elements. This standard amends previously issued guidance to exclude tangible products containing software components and non software components that function together to deliver the product's essential functionality. Entities that sell joint hardware and software products that meet the exception will be required to follow the guidance for multiple deliverable revenue arrangements. This standard is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption and retrospective application are also permitted. We have elected to early adopt this guidance beginning January 1, 2010. As a result, the adoption of this guidance did not have a material impact on our consolidated financial statements.

In December 2010, the FASB issued an accounting standard update for business combinations specifically related to the disclosures of supplementary pro forma information for business combinations. This guidance specifies that pro forma disclosures should be reported as if the business combination that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period and the pro forma disclosures must include a description of material, nonrecurring pro forma adjustments. This standard will be effective for business combinations with an acquisition date of January 1, 2011 or later. The adoption of the guidance is not expected to have a material impact on our financial position or results of operations.

Table of Contents**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Our exposure to market risk for changes in interest rates relates primarily to our debt and investment portfolio. In our investment portfolio, we do not use derivative financial instruments. We place our investments with high quality issuers and, by policy, limit the amount of risk by investing primarily in money market funds, United States Treasury obligations, high-quality corporate and municipal obligations and certificates of deposit. Our investment policy also limits the amount of our credit exposure to any one issue or issuer and seeks to manage these assets to achieve our goals of preserving principal, maintaining adequate liquidity at all times and maximizing returns subject to our investment policy.

At December 31, 2010, we held \$150.8 million in par value of ARS that have experienced failed auctions, which has prevented us from liquidating those investments. Due to these liquidity issues, we performed a discounted cash flow analysis to determine the estimated fair value of these ARS investments. Such analysis considered the timing of expected future successful auctions, the impact of extended periods of maximum interest rates, collateralization of underlying security investments and the creditworthiness of the issuer. The discounted cash flow analysis performed as of December 31, 2010 assumed a weighted average discount rate of 3.21% and expected term of five years. The discount rate was determined using a proxy based upon the current market rates for recent debt offerings. The expected term was based on management's estimate of future liquidity. As a result, as of December 31, 2010, we have estimated an aggregate pre-tax loss of \$13.5 million, which related to the impairment of ARS deemed to be temporary and included in accumulated other comprehensive income (loss) within stockholders' equity. The impact for the year ended December 31, 2010 was a pre-tax gain of \$7.2 million included in accumulated other comprehensive loss within stockholders' equity related to ARS having impairments deemed to be temporary. The aggregate gain in the fair value of ARS experienced in the year ended December 31, 2010 was due primarily to a decrease in the weighted average discount rate used in the computation of fair values from 3.98% used as of December 31, 2009 to 3.21% used as of December 31, 2010.

Our valuation of the ARS is sensitive to market conditions and management's judgment and could change significantly based on the assumptions used. If, as of December 31, 2010, we had used a term of three years or seven years and discount rate of 3.21%, the gross unrealized loss on the \$150.8 million in par value of ARS classified as available-for-sale would have been \$9.0 million or \$20.1 million, respectively. If we had used a term of five years and discount rate of 2.21% or 4.21%, the gross unrealized loss on the \$150.8 million in par value of ARS classified as available-for-sale would have been \$6.6 million or \$20.1 million, respectively.

During November 2008, we entered into an agreement with one of our investment advisors providing for it to repurchase the ARS held through such advisor at par value beginning on June 30, 2010 if we were unable to liquidate such ARS before that date. The ARS covered by this agreement had a par value of \$30.5 million at June 30, 2010. At any time during the period up until June 2010, our investment advisor could have called the ARS at par value but did not do so. In early July 2010, we exercised the put option incorporated in the agreement, and the investment advisor repurchased \$30.5 million of our ARS holdings at par value. We elected to apply the fair value option permitted under the relevant accounting standard to the put option. The fair value of the put option was determined by comparing the fair values of the related ARS, as described above, to their par values and also considered the credit risk associated with our investment advisor. As of December 31, 2009, the fair value of the put option was \$9.6 million. During the year ended December 31, 2010, we recorded a loss of \$9.6 million, which offset the related ARS gain of \$9.6 million, included in gain (loss) on investments, net in the consolidated statement of operations.

We have operations in Europe, Asia, Australia and India. As a result, we are exposed to fluctuations in foreign exchange rates. Additionally, we may continue to expand our operations globally and sell to customers in foreign locations, which may increase our exposure to foreign exchange fluctuations. We do not have any foreign currency hedge contracts.

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Item 8. *Financial Statements and Supplementary Data*
AKAMAI TECHNOLOGIES, INC.

Index to Consolidated Financial Statements and Schedule

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	50
<u>Consolidated Balance Sheets as of December 31, 2010 and 2009</u>	51
<u>Consolidated Statements of Operations for the years ended December 31, 2010, 2009 and 2008</u>	52
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2010, 2009 and 2008</u>	53
<u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2010, 2009 and 2008</u>	54
<u>Notes to Consolidated Financial Statements</u>	56
 Schedule:	
<u>Schedule II Valuation and Qualifying Accounts</u>	S-1
Note: All other financial statement schedules are omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.	

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Akamai Technologies, Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Akamai Technologies, Inc. and its subsidiaries at December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Notes 2 and 6 to the consolidated financial statements, in 2008, the Company adopted a new fair value measurement accounting standard and elected to measure certain financial assets at fair value, with unrealized gains and losses being reported in earnings at each subsequent reporting period.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

March 1, 2011

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AKAMAI TECHNOLOGIES, INC.
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2010	2009
	(in thousands, except share data)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 231,866	\$ 181,305
Marketable securities (including restricted securities of \$272 and \$602 at December 31, 2010 and 2009, respectively)	375,005	385,436
Accounts receivable, net of reserves of \$5,232 and \$10,579 at December 31, 2010 and 2009, respectively	175,366	154,269
Prepaid expenses and other current assets	48,029	31,649
Deferred income tax assets	28,201	8,514
Total current assets	858,467	761,173
Property and equipment, net	255,929	182,404
Marketable securities (including restricted securities of \$45 and \$36 at December 31, 2010 and 2009, respectively)	636,531	494,743
Goodwill	452,914	441,347
Other intangible assets, net	62,456	76,273
Deferred income tax assets	75,226	127,154
Other assets	11,153	4,416
Total assets	\$ 2,352,676	\$ 2,087,510
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 26,375	\$ 23,997
Accrued expenses and other current liabilities	94,661	68,566
Deferred revenue	23,808	34,184
Accrued restructuring	307	791
1% convertible senior notes		199,755
Total current liabilities	145,151	327,293
Deferred revenue	3,642	2,677
Other liabilities	26,278	18,818
Total liabilities	175,071	348,788
Commitments, contingencies and guarantees (Note 11)		
Stockholders equity:		
Preferred stock, \$0.01 par value; 5,000,000 shares authorized; 700,000 shares designated as Series A Junior Participating Preferred Stock; no shares issued or outstanding		
Common stock, \$0.01 par value; 700,000,000 shares authorized; 192,383,121 shares issued and 186,603,380 shares outstanding at December 31, 2010; 174,575,502 shares issued and 171,248,356 shares outstanding at December 31, 2009	1,924	1,746
Additional paid-in capital	4,970,278	4,615,774
Treasury stock, at cost, 5,779,741 shares at December 31, 2010 and 3,327,146 shares at December 31, 2009	(158,261)	(66,301)
Accumulated other comprehensive loss	(5,741)	(10,682)
Accumulated deficit	(2,630,595)	(2,801,815)
Total stockholders equity	2,177,605	1,738,722

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Total liabilities and stockholders' equity	\$ 2,352,676	\$ 2,087,510
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The accompanying notes are an integral part of the consolidated financial statements.

Table of Contents**AKAMAI TECHNOLOGIES, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS**

	For the Years Ended December 31,		
	2010	2009	2008
	(in thousands, except per share amounts)		
Revenues	\$ 1,023,586	\$ 859,773	\$ 790,924
Cost and operating expenses:			
Cost of revenues	303,403	249,938	222,610
Research and development	54,766	43,658	39,243
Sales and marketing	226,704	179,421	164,365
General and administrative	167,779	146,100	136,028
Amortization of other intangible assets	16,657	16,722	13,905
Restructuring charge		454	2,509
Total cost and operating expenses	769,309	636,293	578,660
Income from operations	254,277	223,480	212,264
Interest income	12,163	15,643	24,792
Interest expense	(1,697)	(2,839)	(2,825)
Other (expense) income, net	(2,468)	163	461
Gain (loss) on investments, net	396	785	(157)
Loss on early extinguishment of debt	(299)		
Income before provision for income taxes	262,372	237,232	234,535
Provision for income taxes	91,152	91,319	89,397
Net income	\$ 171,220	\$ 145,913	\$ 145,138
Net income per weighted average share:			
Basic	\$ 0.97	\$ 0.85	\$ 0.87
Diluted	\$ 0.90	\$ 0.78	\$ 0.79
Shares used in per share calculations:			
Basic	177,309	171,425	167,673
Diluted	190,650	188,658	186,685

The accompanying notes are an integral part of the consolidated financial statements.

Table of Contents**AKAMAI TECHNOLOGIES, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the Years Ended December 31,		
	2010	2009	2008
	(in thousands)		
Cash flows from operating activities:			
Net income	\$ 171,220	\$ 145,913	\$ 145,138
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	143,242	122,494	98,080
Amortization of deferred financing costs	507	840	840
Stock-based compensation expense	76,468	58,797	57,899
Provision for deferred income taxes, net	62,462	81,706	81,698
Provision for doubtful accounts	1,546	6,727	2,575
Excess tax benefits from stock-based compensation	(28,973)	(2,236)	(11,176)
Non-cash portion of loss on early extinguishment of debt	299		
Non-cash portion of restructuring charge (benefit)			(842)
(Gain) loss on investments and disposal of property and equipment, net	(428)	(391)	242
Gain on divestiture of certain assets		(1,062)	
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable	(23,563)	(1,159)	(21,474)
Prepaid expenses and other current assets	(12,089)	(5,020)	(5,471)
Accounts payable, accrued expenses and other current liabilities	20,529	10,255	(4,181)
Deferred revenue	(9,454)	5,871	(1,492)
Accrued restructuring	(617)	(1,067)	1,216
Other non-current assets and liabilities	1,306	2,744	442
Net cash provided by operating activities	402,455	424,412	343,494
Cash flows from investing activities:			
Cash paid for acquisitions, net of cash acquired	(12,668)	(5,779)	(83,719)
Purchases of property and equipment	(159,276)	(80,918)	(90,369)
Capitalization of internal-use software costs	(32,769)	(27,229)	(25,017)
Purchases of short- and long-term marketable securities	(1,146,493)	(790,351)	(533,069)
Proceeds from sales and redemptions of short- and long-term marketable securities	691,227	403,559	182,255
Proceeds from maturities of short- and long-term marketable securities	324,606	141,544	185,397
Increase in other investments	(500)		
Proceeds from sale of property and equipment	176	93	82
Proceeds from divestiture of certain assets		1,350	