

LEIGHTON F THOMSON  
Form 4  
February 25, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LEIGHTON F THOMSON**

(Last) (First) (Middle)

**C/O AKAMAI TECHNOLOGIES,  
INC., 150 BROADWAY**

(Street)

**CAMBRIDGE, MA 02142**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**AKAMAI TECHNOLOGIES INC  
[AKAM]**

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

**02/21/2019**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|---|--|--|--|---|
| Common<br>Stock, par<br>value \$.01<br>per share | 02/21/2019                              |   | A <sup>(1)</sup>                        | 12,540   | A \$ 0 453,311   | D  |   |
| Common<br>Stock, par<br>value \$.01<br>per share | 02/21/2019                              |   | M                                       | 47,883   | A \$ 0 488,654   | D  |   |
| Common<br>Stock, par<br>value \$.01              |   |   |   |  | 2,533,471  | I <sup>(2)</sup>   | See note  |

per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Restricted<br>Stock<br>Units                        | \$ 0   | 02/21/2019                              |   | M                                    | 86,396   | (3) (4)  | Common<br>Stock   | 86,396                                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| LEIGHTON F THOMSON<br>C/O AKAMAI TECHNOLOGIES, INC.<br>150 BROADWAY<br>CAMBRIDGE, MA 02142 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ James H Hammons, by power of attorney 02/25/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Shares issued in payment of Mr. Leighton's earned 2018 short-term incentive plan bonus, net of shares withheld for taxes, in lieu of cash. Shares were issued under the Akamai Technologies, Inc. 2013 Stock Incentive Plan, as amended.
- (2) Held by the F. Thomson Leighton and Bonnie B. Leighton Revocable Trust dtd 11/3/99. Mr. Leighton disclaims beneficial ownership of shares held by such trust except to the extent of his pecuniary interest therein.

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- Vesting of such RSUs was dependent on Akamai's achievement of a specified financial performance targets for each of 2016, 2017 and
- (3) 2018. To the extent such targets are met, the RSUs will vest on the date the company's financial results for 20180 are certified. Amount reported is amount earned.
- (4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.