

AKAMAI TECHNOLOGIES INC
Form POSASR
October 27, 2008

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

Registration No. 333-139692

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

AKAMAI TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

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

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8 Cambridge Center

Cambridge, Massachusetts 02142

(617) 444-3000

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

Paul

Sagan

President and Chief Executive Officer

8 Cambridge Center

Cambridge, Massachusetts 02142

(617) 444-3000

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

Copy to:

Melanie Haratunian, Esq.

Akamai Technologies, Inc.

8 Cambridge Center

Cambridge, Massachusetts 02142

Telephone: (617) 444-3000

Telecopy: (617) 444-3001

Susan W. Murley, Esq.

Wilmer Cutler Pickering Hale and Dorr LLP

60 State Street

Boston, Massachusetts 02109

Telephone: (617) 526-6000

Telecopy: (617) 526-5000

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

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

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

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

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

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

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

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

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

Accelerated filer
Smaller reporting company

DEREGISTRATION OF SECURITIES

On December 27, 2006, the registration statement on Form S-3 (File No. 333-139692) (the **Registration Statement**) filed by Akamai Technologies, Inc. (the **Company**) with respect to the resale on a continuous or delayed basis of an aggregate of 2,664,684 shares of common stock, par value \$0.01 per share, of the Company (the **Securities**) became effective upon filing with the Securities and Exchange Commission.

The Registration Statement was filed for the benefit of holders of the Securities (the **Holders**), who purchased the Securities covered by the Registration Statement in a private placement in connection with the Company's acquisition of Nine Systems Corporation (the **Transaction**), which closed on December 13, 2006.

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

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

SIGNATURES

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

AKAMAI TECHNOLOGIES, INC.

By: /s/ Melanie Haratunian
Melanie Haratunian

Senior Vice President and General Counsel

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

| Signature | Title | Date |
|-------------------------|--|------------------|
| /s/ Paul Sagan* | | October 25, 2008 |
| Paul Sagan | President, Chief Executive Officer and Director (Principal executive officer) | |
| /s/ J. Donald Sherman* | | October 25, 2008 |
| J. Donald Sherman | Chief Financial Officer (Principal financial and accounting officer) | |
| /s/ George H. Conrades* | Director | October 25, 2008 |
| George H. Conrades | | |
| /s/ Martin M. Coyne II* | Director | October 25, 2008 |
| Martin M. Coyne II | | |
| | Director | |
| C. Kim Goodwin | | |
| /s/ Ronald L. Graham* | Director | October 25, 2008 |
| Ronald L. Graham | | |
| | Director | |
| Jill A. Greenthal | | |

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| | | |
|--------------------------|----------|------------------|
| | Director | |
| David Kenny | | |
| /s/ Peter J. Kight* | Director | October 25, 2008 |
| Peter J. Kight | | |
| /s/ F. Thomson Leighton* | Director | October 25, 2008 |
| F. Thomson Leighton | | |
| /s/ Geoffrey A. Moore* | Director | October 25, 2008 |
| Geoffrey A. Moore | | |
| /s/ Frederic V. Salerno* | Director | October 25, 2008 |
| Frederic V. Salerno | | |
| /s/ Naomi O. Seligman* | Director | October 25, 2008 |
| Naomi O. Seligman | | |

*By: /s/ Melanie Haratunian
Melanie Haratunian
Attorney-In-Fact