

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
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 No.)

8 Cambridge Center
Cambridge, MA
(Address of principal executive offices)

02142
(Zip code)

Akamai Technologies, Inc. 2009 Stock Incentive Plan
(Full title of the Plan)

Melanie Haratunian, Esq.
Senior Vice President and General Counsel
Akamai Technologies, Inc.
8 Cambridge Center
Cambridge, Massachusetts 02142
(Name and address of agent for service)

617-444-3000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Susan W. Murley, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
Telephone: 617-526-6000

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

Accelerated filer

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

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share (including associated preferred stock purchase rights)	7,000,000(2) shares	\$33.38(3)	\$233,660,000(3)	\$27,128(3)

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of an additional 7,000,000 shares issuable under the 2009 Stock Incentive Plan pursuant to the terms of such plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on May 24, 2011.

PART I
STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 filed by Akamai Technologies, Inc. (the "Registrant") on May 19, 2009 (File No. 333-159340) relating to its 2009 Stock Incentive Plan. This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 7,000,000 shares of the Registrant's Common Stock, \$0.01 par value per share, to be issued under the 2009 Stock Incentive Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

<u>/s/ C. Kim Goodwin</u> C. Kim Goodwin	Director	May 27, 2011
<u>/s/ Jill A. Greenthal</u> Jill A. Greenthal	Director	May 27, 2011
<u>/s/ David W. Kenny</u> David W. Kenny	Director	May 27, 2011
<u>/s/ Peter J. Kight</u> Peter J. Kight	Director	May 27, 2011
<u>/s/ F. Thomson Leighton</u> F. Thomson Leighton	Director	May 27, 2011
<u>/s/ Geoffrey A. Moore</u> Geoffrey A. Moore	Director	May 27, 2011
<u>/s/ Frederic V. Salerno</u> Frederic V. Salerno	Director	May 27, 2011
<u>/s/ Naomi O. Seligman</u> Naomi O. Seligman	Director	May 27, 2011

INDEX TO EXHIBITS

- 4.1(A) Amended and Restated Certificate of Incorporation of the Registrant
 - 4.2(B) Amended and Restated By-Laws of the Registrant, as amended
 - 4.3(C) Certificate of Designations of Series A Junior Participating Preferred Stock of the Registrant
 - 4.3(D) Rights Agreement, dated September 10, 2002, by and between the Registrant and Equiserve Trust Company, N.A.
 - 4.4(E) Amendment No. 1, dated as of January 29, 2004, to the Rights Agreement, dated as of September 10, 2002, between the Registrant and EquiServe Trust Company, N.A., as Rights Agent
 - 5 Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
 - 23.1 Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5)
 - 23.2 Consent of PricewaterhouseCoopers LLP
 - 24 Power of attorney (included on the signature pages of this registration statement)
 - 99.1(F) Akamai Technologies, Inc. 2009 Stock Incentive Plan, as amended
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- (A) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 14, 2000.
 - (B) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 12, 2008.
 - (C) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 14, 2002.
 - (D) Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Commission on September 11, 2002.
 - (E) Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Commission on February 2, 2004.
 - (F) Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Commission on May 23, 2011.

May 27, 2011

Akamai Technologies, Inc.
8 Cambridge Center
Cambridge, Massachusetts 02142

Re: 2009 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 7,000,000 shares of common stock, \$0.01 par value per share (the "Shares"), of Akamai Technologies, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2009 Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Akamai Technologies, Inc.

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Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Graham Robinson

Graham Robinson, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2011 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Akamai Technologies, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
May 27, 2011