

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

AKAMAI TECHNOLOGIES, INC.

-----  
(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

-----  
(Title of Class of Securities)

00971T101

-----  
(CUSIP Number)

Edward D. Sopher, Esq.  
Akin, Gump, Strauss, Hauer & Feld, L.L.P.  
590 Madison Avenue  
New York, New York 10022  
(212) 872-1000

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 24, 2002

-----  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following page(s)

Page 1 of 9 Pages

SCHEDULE 13D

CUSIP No. 00971T101

Page 2 of 9 Pages

1 Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

BAKER COMMUNICATIONS FUND, L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. [ ]  
b. [X]

3 SEC Use Only

4 Source of Funds (See Instructions)

Not Applicable

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e) [ ]

6 Citizenship or Place of Organization  
Cayman Islands

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 934,668
	8	Shared Voting Power 0
	9	Sole Dispositive Power 934,668
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
934,668

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  
[ ]

13 Percent of Class Represented By Amount in Row (11)  
.80%

14 Type of Reporting Person (See Instructions)  
PN; IA

1 Names of Reporting Persons  
 I.R.S. Identification Nos. of above persons (entities only)

BAKER CAPITAL PARTNERS, LLC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

Not Applicable

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to  
 Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

	7	Sole Voting Power	
			66,437
Number of Shares Beneficially Owned By Each Reporting Person With	8	Shared Voting Power	
			934,668
	9	Sole Dispositive Power	
			66,437
	10	Shared Dispositive Power	
			934,668

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,001,105

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares  
 (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

.86%

14 Type of Reporting Person (See Instructions)

OO; IA

- 1 Names of Reporting Persons  
 I.R.S. Identification Nos. of above persons (entities only)
- EDWARD W. SCOTT
- 2 Check the Appropriate Box If a Member of a Group (See Instructions)
- a.
- b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
- Not Applicable
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to  
 Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
- United States
- |  |    |  |                          |
|--|----|--|--------------------------|
|  | 7  |  | Sole Voting Power        |
|  |    |  | 66,437                   |
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 8  |  | Shared Voting Power      |
|  |    |  | 934,668                  |
|  | 9  |  | Sole Dispositive Power   |
|  |    |  | 66,437                   |
|  | 10 |  | Shared Dispositive Power |
|  |    |  | 934,668                  |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
- 1,001,105
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares  
 (See Instructions)
- 
- 13 Percent of Class Represented By Amount in Row (11)
- .86%
- 14 Type of Reporting Person (See Instructions)
- IA

This Amendment No. 1 to Schedule 13D relates to shares of Common Stock, \$0.01 par value per share (the "Shares"), of Akamai Technologies, Inc. (the "Issuer"). This Amendment No. 1 supplementally amends the initial statement on Schedule 13D, dated November 8, 1999 (the "Initial Statement"), filed by the Reporting Persons. This Amendment No. 1 is being filed by the Reporting Persons to report that the number of Shares of which the Reporting Persons may be deemed the beneficial owners has decreased by more than one percent. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is supplementally amended as follows.

Item 2. Identity and Background.

This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Baker Communications Fund, L.P. ("Baker Fund");
- ii) Baker Capital Partners, LLC ("Baker Partners"); and
- iii) Edward W. Scott ("Mr. Scott").

This Statement relates to Shares held for the accounts of the Baker Fund and Baker Partners.

Set forth in Annex A hereto, and incorporated herein by reference, is updated information concerning the identity and background of the current directors and officers of the Baker Fund.

Item 5. Interest in Securities of the Issuer.

(a) (i) The Baker Fund may be deemed the beneficial owner of 934,668 Shares (approximately .80% of the total number of Shares which would be outstanding assuming the exercise of warrants held for the account of the Baker Fund). This number includes 934,668 Shares issuable upon the exercise of warrants held for the account of the Baker Fund.

(ii) Each of Baker Partners and Mr. Scott may be deemed the beneficial owner of 1,001,105 Shares (approximately .86% of the total number of Shares which would be outstanding assuming the exercise of warrants held for the account of the Baker Fund). This number consists of (A) 66,437 Shares held for the account of Baker Partners and (B) 934,668 Shares issuable upon the exercise of warrants held for the account of the Baker Fund.

(b) (i) Baker Fund may be deemed to have the sole power to direct the voting and disposition of the 934,668 Shares held for the account of the Baker Fund (assuming the exercise of warrants held for the account of the Baker Fund).

(ii) Each of Baker Partners and Mr. Scott may be deemed to have the sole power to direct the voting and disposition of the 66,437 Shares held for the account of Baker Partners. Each of Baker Partners and Mr. Scott may be deemed to have shared power to direct the voting and disposition of the 934,668 Shares held for the account of the Baker Fund (assuming the exercise of warrants held for the account of the Baker Fund).

(c) Except for the transactions listed in Annex B hereto, all of which involved a private pro rata distribution among the partners of the Baker Fund, there have been no transactions effected with

respect to the Shares since February 23, 2002 (60 days prior to the date hereof) by any of the Reporting Persons.

(d) The partners of the Baker Fund have the right to participate in the receipt of dividends from, or proceeds from the sale of, securities of the Issuer, including the Shares, held for the account of the Baker Fund in accordance with their partnership interests in the Baker Fund.

(e) The Reporting Persons ceased to be beneficial owners of more than five percent of the Shares as of April 24, 2002.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

On April 24, 2002, the Baker Fund effected a pro rata distribution to its partners of 6,608,804 Shares held for its account (the "Distribution"). As a result of the Distribution, Baker Partners, in its capacity as the sole general partner of the Baker Fund, received 66,437 additional Shares.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: April 26, 2002

BAKER COMMUNICATIONS FUND, L.P.

By: Baker Capital Partners, LLC  
its General Partner

By: /s/ John C. Baker  
-----  
John C. Baker  
Chairman

BAKER CAPITAL PARTNERS, LLC

By: /s/ John C. Baker  
-----  
John C. Baker  
Chairman

EDWARD W. SCOTT

/s/ Edward W. Scott  
-----

ANNEX A

The following is a list of all of the persons (other than Mr. Scott) who serve as managers of Baker Partners.

John C. Baker  
Henry Baker  
Ashley Leeds

Each of the above-listed persons is a United States citizen whose principal occupation is serving as a manager of Baker Partners, and each has a business address c/o Baker Capital Partners, LLC, 540 Madison Avenue, New York, NY 10022

To the best of the Reporting Persons' knowledge:

- (a) None of the above persons holds any Shares directly.
- (b) None of the above persons has any contracts, arrangements, understandings or relationships with respect to the Shares.



## ANNEX B

RECENT TRANSACTIONS IN THE SECURITIES OF  
AKAMAI TECHNOLOGIES, INC.

For the Account of -----	Date of Transaction -----	Nature of Transaction -----	Number of Securities -----	Price -----
Baker Fund	April 24, 2002	Pro-Rata Distribution	6,608,804 Shares/1/	\$3.72/2/

-----

/1/ On April 24, 2002, the Baker Fund, pursuant to a pro rata distribution, distributed 6,608,804 Shares to its partners.

/2/ This amount represents the deemed price at which the distribution was made. This amount represents the average closing price of the last five trading days prior to the distribution.