

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 10-Q

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(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2015

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

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**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.)

**150 Broadway**  
**Cambridge, MA 02142**  
**(617) 444-3000**  
(Address, including Zip Code, and Telephone Number,  
including Area Code, of Registrant's Principal Executive Offices)

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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 (the "Exchange Act") 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 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 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

The number of shares outstanding of the registrant's common stock as of November 4, 2015: 177,938,953

AKAMAI TECHNOLOGIES, INC.

FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2015

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**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements (Unaudited)****AKAMAI TECHNOLOGIES, INC.  
CONSOLIDATED BALANCE SHEETS**

<i>(in thousands, expect share data)</i>	September 30, 2015	December 31, 2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 256,471	\$ 238,650
Marketable securities	411,382	519,642
Accounts receivable, net of reserves of \$9,007 and \$9,023 at September 30, 2015, and December 31, 2014, respectively	365,957	329,578
Prepaid expenses and other current assets	115,601	128,981
Deferred income tax assets	61,574	45,704
Total current assets	1,210,985	1,262,555
Property and equipment, net	734,540	601,591
Marketable securities	837,020	869,992
Goodwill	1,135,500	1,051,294
Acquired intangible assets, net	158,978	132,412
Deferred income tax assets	1,888	1,955
Other assets	105,898	81,747
Total assets	\$ 4,184,809	\$ 4,001,546
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 60,902	\$ 77,412
Accrued expenses	215,290	204,686
Deferred revenue	55,580	49,679
Other current liabilities	234	2,234
Total current liabilities	332,006	334,011
Deferred revenue	4,516	3,829
Deferred income tax liabilities	49,925	39,299
Convertible senior notes	619,365	604,851
Other liabilities	93,334	74,221
Total liabilities	1,099,146	1,056,211
Commitments and contingencies		
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; 181,081,173 shares issued and 178,233,604 shares outstanding at September 30, 2015, and 178,300,603 shares issued and outstanding at December 31, 2014	1,811	1,783
Additional paid-in capital	4,685,078	4,559,430
Accumulated other comprehensive loss	(33,519)	(17,611)
Treasury stock, at cost, 2,847,569 shares at September 30, 2015, and no shares at December 31, 2014	(202,426)	—
Accumulated deficit	(1,365,281)	(1,598,267)
Total stockholders' equity	3,085,663	2,945,335
Total liabilities and stockholders' equity	\$ 4,184,809	\$ 4,001,546

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

**AKAMAI TECHNOLOGIES, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
<i>(in thousands, except per share data)</i>				
Revenue	\$ 551,030	\$ 498,042	\$ 1,618,289	\$ 1,427,579
Costs and operating expenses:				
Cost of revenue (exclusive of amortization of acquired intangible assets shown below)	183,204	158,812	532,408	447,742
Research and development	38,396	32,583	110,917	92,869
Sales and marketing	107,426	96,215	322,406	268,742
General and administrative	99,543	81,905	288,287	239,946
Amortization of acquired intangible assets	6,752	8,403	20,284	23,654
Restructuring charges (benefits)	20	(115)	517	1,189
Total costs and operating expenses	435,341	377,803	1,274,819	1,074,142
Income from operations	115,689	120,239	343,470	353,437
Interest income	2,723	2,010	8,265	5,389
Interest expense	(4,630)	(4,482)	(13,884)	(10,939)
Other income (expense), net	204	(188)	(1,702)	(1,968)
Income before provision for income taxes	113,986	117,579	336,149	345,919
Provision for income taxes	25,946	26,424	103,163	109,078
Net income	\$ 88,040	\$ 91,155	\$ 232,986	\$ 236,841
Net income per share:				
Basic	\$ 0.49	\$ 0.51	\$ 1.30	\$ 1.33
Diluted	\$ 0.49	\$ 0.50	\$ 1.29	\$ 1.31
Shares used in per share calculations:				
Basic	178,547	178,186	178,591	178,324
Diluted	180,364	180,955	180,642	181,278

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

**AKAMAI TECHNOLOGIES, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

<i>(in thousands)</i>	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	\$ 88,040	\$ 91,155	\$ 232,986	\$ 236,841
Other comprehensive loss:				
Foreign currency translation adjustments	(9,261)	(10,763)	(17,069)	(7,937)
Change in unrealized gain (loss) on investments, net of income tax (provision) benefit of \$(73), \$715, \$(647) and \$324 for the three and nine months ended September 30, 2015 and 2014, respectively	121	(1,279)	1,161	483
Other comprehensive loss	(9,140)	(12,042)	(15,908)	(7,454)
Comprehensive income	\$ 78,900	\$ 79,113	\$ 217,078	\$ 229,387

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

**AKAMAI TECHNOLOGIES, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

<i>(in thousands)</i>	For the Nine Months Ended September 30,	
	2015	2014
<b>Cash flows from operating activities:</b>		
Net income	\$ 232,986	\$ 236,841
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	219,234	179,643
Stock-based compensation	92,966	84,800
Excess tax benefits from stock-based compensation	(24,851)	(23,958)
(Benefit) provision for deferred income taxes	(17,941)	10,622
Amortization of debt discount and issuance costs	13,884	10,939
Other non-cash reconciling items, net	3,271	2,535
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable	(40,707)	(50,213)
Prepaid expenses and other current assets	16,119	(22,346)
Accounts payable and accrued expenses	26,098	36,876
Deferred revenue	6,908	7,688
Other current liabilities	146	(703)
Other non-current assets and liabilities	18,247	(10,195)
Net cash provided by operating activities	<u>546,360</u>	<u>462,529</u>
<b>Cash flows from investing activities:</b>		
Cash paid for acquired businesses, net of cash acquired	(122,445)	(386,532)
Purchases of property and equipment	(262,404)	(142,466)
Capitalization of internal-use software development costs	(103,742)	(83,841)
Purchases of short- and long-term marketable securities	(584,189)	(1,068,198)
Proceeds from sales of short- and long-term marketable securities	2,008	354,313
Proceeds from maturities of short- and long-term marketable securities	725,117	277,109
Other non-current assets and liabilities	(3,037)	7,222
Net cash used in investing activities	<u>(348,692)</u>	<u>(1,042,393)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from the issuance of convertible senior notes, net of issuance costs	—	678,735
Proceeds from the issuance of warrants related to convertible senior notes	—	77,970
Purchase of note hedge related to convertible senior notes	—	(101,292)
Repayment of acquired debt and capital leases	—	(17,862)
Proceeds related to the issuance of common stock under stock plans	54,288	75,361
Excess tax benefits from stock-based compensation	24,851	23,958
Employee taxes paid related to net share settlement of stock-based awards	(47,171)	(43,205)
Repurchases of common stock	(202,426)	(226,513)
Other non-current assets and liabilities	(2,050)	(1,575)
Net cash (used in) provided by financing activities	<u>(172,508)</u>	<u>465,577</u>
Effects of exchange rate changes on cash and cash equivalents	(7,339)	(5,265)
Net increase (decrease) in cash and cash equivalents	17,821	(119,552)
Cash and cash equivalents at beginning of period	238,650	333,891
Cash and cash equivalents at end of period	<u>\$ 256,471</u>	<u>\$ 214,339</u>

**AKAMAI TECHNOLOGIES, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS, continued**

<i>(in thousands)</i>	For the Nine Months Ended September 30,	
	2015	2014
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for income taxes, net of refunds received in the nine months ended September 30, 2015 of \$19,285	\$ 47,045	\$ 117,723
<b>Non-cash investing and financing activities:</b>		
Purchases of property and equipment and capitalization of internal-use software development costs included in accounts payable and accrued expenses	27,026	40,131
Capitalization of stock-based compensation	13,133	11,577

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

**AKAMAI TECHNOLOGIES, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Nature of Business and Basis of Presentation**

Akamai Technologies, Inc. (the “Company”) provides cloud services for delivering, optimizing and securing online content and business applications. The Company’s globally-distributed platform comprises approximately 200,000 servers in over 1,400 networks in more than 115 countries. The Company was incorporated in Delaware in 1998 and is headquartered in Cambridge, Massachusetts. The Company currently operates in one industry segment: providing services for delivering, optimizing and securing online content and business applications over the Internet.

The accompanying interim consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information. These financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in the accompanying financial statements.

Certain information and footnote disclosures normally included in the Company’s annual audited consolidated financial statements and accompanying notes have been condensed in, or omitted from, these interim financial statements. Accordingly, the unaudited consolidated financial statements included herein should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company’s annual report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission on March 2, 2015.

The results of operations presented in this quarterly report on Form 10-Q are not necessarily indicative of the results of operations that may be expected for any future periods. In the opinion of management, these unaudited consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, that are necessary for a fair statement of the results of all interim periods reported herein.

*Recent Accounting Pronouncements*

In May 2014, the Financial Accounting Standards Board (“FASB”) issued updated guidance and disclosure requirements for recognizing revenue. The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This standard will be effective for the Company on January 1, 2018, and may be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. The Company is evaluating the potential impact of adopting this new accounting guidance.

In April 2015, the FASB issued updated guidance that will change the current presentation of debt issuance costs on the balance sheet. This new guidance will move debt issuance costs from the assets section of the balance sheet to the liabilities section as a direct deduction from the carrying amount of the debt issued. The guidance will be effective for the Company on January 1, 2016. The Company will reclassify its debt issuance costs included in other assets on the consolidated balance sheet to convertible senior notes within the liabilities and stockholders’ equity section. The amount of deferred financing costs expected to be reclassified as of January 1, 2016 is \$6.2 million. This revision will have no impact on the Company’s results of operations or cash flows.

In September 2015, the FASB issued updated guidance that eliminates the requirement to restate prior period financial statements for measurement period adjustments. In an effort to reduce complexity in financial reporting, the new guidance requires that the cumulative impact of a measurement period adjustment, including the impact on prior periods, be recognized in the reporting period in which the adjustment is identified. The standard will be effective for the Company on January 1, 2016. The Company does not expect this guidance to have a material impact on its results of operations, financial condition or cash flows.



**2. Fair Value Measurements**

The following is a summary of available-for-sale marketable securities held as of September 30, 2015 and December 31, 2014 (in thousands):

	Amortized Cost	Gross Unrealized		Aggregate Fair Value	Classification on Balance Sheet		
		Gains	Losses		Short-Term Marketable Securities	Long-Term Marketable Securities	
<b>As of September 30, 2015</b>							
Corporate bonds	\$ 1,017,036	\$ 668	\$ (1,179)	\$ 1,016,525	\$ 392,335	\$ 624,190	
U.S. government agency obligations	230,598	257	(25)	230,830	19,047	211,783	
	<u>\$ 1,247,634</u>	<u>\$ 925</u>	<u>\$ (1,204)</u>	<u>\$ 1,247,355</u>	<u>\$ 411,382</u>	<u>\$ 835,973</u>	
<b>As of December 31, 2014</b>							
Certificates of deposit	\$ 39	\$ —	\$ —	\$ 39	\$ —	\$ 39	
Commercial paper	10,487	—	(2)	10,485	10,485	—	
Corporate bonds	1,077,387	454	(2,132)	1,075,709	424,777	650,932	
U.S. government agency obligations	303,808	20	(427)	303,401	84,380	219,021	
	<u>\$ 1,391,721</u>	<u>\$ 474</u>	<u>\$ (2,561)</u>	<u>\$ 1,389,634</u>	<u>\$ 519,642</u>	<u>\$ 869,992</u>	

During the first quarter of 2015, the Company began offering certain qualified individuals the ability to participate in a non-qualified deferred compensation plan. The mutual funds held by the Company that are associated with this plan are classified as restricted trading securities. These securities are not included in the available-for-sale securities table above, but are included in marketable securities in the consolidated balance sheets.

Unrealized gains and unrealized temporary losses on investments classified as available-for-sale are included within accumulated other comprehensive loss in the consolidated balance sheets. Upon realization, those amounts are reclassified from accumulated other comprehensive loss to interest income in the statements of income. As of September 30, 2015, the Company held for investment corporate bonds with a fair value of \$68.8 million, which are classified as available-for-sale marketable securities and have been in a continuous unrealized loss position for more than 12 months. The unrealized losses are not significant and are attributable to changes in interest rates. The Company does not believe any unrealized losses represent other than temporary impairments based on the evaluation of available evidence. At December 31, 2014, there were no securities in a continuous unrealized loss position for more than 12 months.

The following table details the fair value measurements within the fair value hierarchy of the Company's financial assets and liabilities at September 30, 2015 and December 31, 2014 (in thousands):

	Total Fair Value	Fair Value Measurements at Reporting Date Using		
		Level 1	Level 2	Level 3
<b>As of September 30, 2015</b>				
<i>Cash Equivalents and Marketable Securities:</i>				
Money market funds	\$ 1,805	\$ 1,805	\$ —	\$ —
Corporate bonds	1,016,525	—	1,016,525	—
U.S. government agency obligations	230,830	—	230,830	—
Mutual funds	1,047	1,047	—	—
	<u>\$ 1,250,207</u>	<u>\$ 2,852</u>	<u>\$ 1,247,355</u>	<u>\$ —</u>
<b>As of December 31, 2014</b>				
<i>Cash Equivalents and Marketable Securities:</i>				
Money market funds	\$ 501	\$ 501	\$ —	\$ —
Certificates of deposit	39	39	—	—
Commercial paper	10,485	—	10,485	—
Corporate bonds	1,075,709	—	1,075,709	—
U.S. government agency obligations	303,401	—	303,401	—
	<u>\$ 1,390,135</u>	<u>\$ 540</u>	<u>\$ 1,389,595</u>	<u>\$ —</u>
<i>Other Liabilities:</i>				
Contingent consideration obligation related to Velocius acquisition	\$ (900)	\$ —	\$ —	\$ (900)

As of September 30, 2015 and December 31, 2014, the Company grouped money market funds, certificates of deposit and mutual funds using a Level 1 valuation because market prices for such investments were readily available in active markets. As of September 30, 2015 and December 31, 2014, the Company grouped commercial paper, corporate bonds and U.S. government agency obligations using a Level 2 valuation because quoted prices for identical or similar assets were available in markets that are inactive.

When developing fair value estimates, the Company maximizes the use of observable inputs and minimizes the use of unobservable inputs. When available, the Company uses quoted market prices to measure fair value. The valuation technique used to measure fair value for the Company's Level 1 and Level 2 assets is a market approach, using prices and other relevant information generated by market transactions involving identical or comparable assets. If market prices are not available, the fair value measurement is based on models that use primarily market-based parameters including yield curves, volatilities, credit ratings and currency rates. In certain cases where market rate assumptions are not available, the Company is required to make judgments about assumptions market participants would use to estimate the fair value of a financial instrument.

The valuation technique used to measure fair value of the Company's Level 3 liability, which consisted of a contingent consideration related to the acquisition of Velocius Networks, Inc. ("Velocius") in 2013, was primarily an income approach. The significant unobservable input used in the fair value measurement of the Velocius contingent consideration was the likelihood of achieving development milestones to integrate the acquired technology into the Company's technology. The remaining milestone was achieved in June 2015 and was paid in the third quarter of 2015.

The following table reflects the activity for the Company's liability measured at fair value using Level 3 inputs for the nine months ended September 30, 2015 (in thousands):

	September 30, 2015
Balance as of January 1, 2015	\$ (900)
Fair value adjustment to contingent consideration included in general and administrative expense	(100)
Achievement of final milestone related to Velocius contingent consideration	1,000
Balance as of September 30, 2015	\$ —

Contractual maturities of the Company's available-for-sale marketable securities held at September 30, 2015 and December 31, 2014 were as follows (in thousands):

	September 30, 2015	December 31, 2014
Due in 1 year or less	\$ 411,382	\$ 519,642
Due after 1 year through 5 years	835,973	869,992
	\$ 1,247,355	\$ 1,389,634

### 3. Accounts Receivable

Net accounts receivable consisted of the following as of September 30, 2015 and December 31, 2014 (in thousands):

	September 30, 2015	December 31, 2014
Trade accounts receivable	\$ 251,911	\$ 222,531
Unbilled accounts receivable	123,053	116,070
Gross accounts receivable	374,964	338,601
Allowance for doubtful accounts	(641)	(1,033)
Reserve for cash-basis customers	(8,366)	(7,990)
Total accounts receivable reserves	(9,007)	(9,023)
Accounts receivable, net	\$ 365,957	\$ 329,578

### 4. Goodwill and Acquired Intangible Assets

The change in the carrying amount of goodwill for the nine months ended September 30, 2015 was as follows (in thousands):

Balance as of January 1, 2015	\$ 1,051,294
Acquisition of Xerocole, Inc.	12,859
Acquisition of Codemate A/S	69,445
Foreign currency translation	1,902
Balance as of September 30, 2015	\$ 1,135,500

The Company tests goodwill for impairment at least annually. Through the date the consolidated financial statements were issued, no triggering events had occurred that would indicate a potential impairment exists.

Acquired intangible assets that are subject to amortization consisted of the following as of September 30, 2015 and December 31, 2014 (in thousands):

	September 30, 2015			December 31, 2014		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Completed technology	\$ 116,891	\$ (55,330)	\$ 61,561	\$ 88,331	\$ (45,537)	\$ 42,794
Customer-related intangible assets	191,710	(99,933)	91,777	173,600	(91,160)	82,440
Non-compete agreements	6,870	(3,328)	3,542	8,890	(4,224)	4,666
Trademarks and trade names	3,700	(1,602)	2,098	3,700	(1,188)	2,512
Acquired license rights	490	(490)	—	490	(490)	—
Total	\$ 319,661	\$ (160,683)	\$ 158,978	\$ 275,011	\$ (142,599)	\$ 132,412

Aggregate expense related to amortization of acquired intangible assets for the three and nine months ended September 30, 2015 was \$6.8 million and \$20.3 million, respectively. Aggregate expense related to amortization of acquired intangible assets for the three and nine months ended September 30, 2014 was \$8.4 million and \$23.7 million, respectively. Based on the Company's acquired intangible assets as of September 30, 2015, aggregate expense related to amortization of acquired intangible assets is expected to be \$6.8 million for the remainder of 2015, and \$26.4 million, \$27.6 million, \$23.3 million and \$21.0 million for 2016, 2017, 2018 and 2019, respectively.

## 5. Business Acquisitions

The Company acquired Xerocole, Inc. ("Xerocole") in February 2015 and Codemate A/S and its wholly-owned subsidiary Octoshape ApS (together, "Octoshape") in April 2015. The consolidated financial statements include the operating results of each business from the date of acquisition. Pro forma results of operations for these acquisitions have not been presented because the effects of the acquisitions, individually and in the aggregate, were not material to the Company's consolidated financial results. Revenue and earnings of the acquired companies since the date of the acquisitions that are included in the Company's consolidated statements of income are also not presented separately because they are not material. The total amount of acquisition-related costs were \$1.1 million for the nine months ended September 30, 2015 and are included in general and administrative expense in the consolidated statements of income.

### *Xerocole*

On February 27, 2015, the Company acquired Xerocole, a provider of recursive Domain Name System ("DNS") functionality, for \$16.6 million in cash. The Company acquired Xerocole with a goal of expanding its existing Authoritative DNS products. The Company allocated \$12.9 million of the cost of the acquisition to goodwill and \$4.9 million to acquired intangibles, which have a weighted average useful life of 8.8 years. The allocation of the purchase price has been finalized.

### *Octoshape*

On April 6, 2015, the Company acquired all of the outstanding capital stock of Octoshape in exchange for \$107.0 million in cash. Octoshape is a cloud service provider focused on delivering broadcast, enterprise and carrier solutions. The goal of acquiring Octoshape is to make available for customers additional delivery and optimization technologies for video streams of over-the-top (also known as OTT) content and to enable the Company to more fully support Internet Protocol television (also known as IPTV) solutions.

The allocation of the purchase price has been finalized, with the exception of evaluating certain accounts receivable, current liabilities and tax-related assets and liabilities. The Company is in the process of gathering the facts and circumstances existing as of the acquisition date in order to finalize the valuation of these items.

The following table presents the preliminary allocation of the purchase price for Octoshape (in thousands):

Total purchase consideration	\$	107,047
Allocation of the purchase consideration:		
Cash	\$	664
Accounts receivable		1,976
Other current assets		393
Identifiable intangible assets		41,950
Goodwill		69,445
Deferred tax assets		5,230
Total assets acquired		<u>119,658</u>
Other current liabilities		(1,983)
Current deferred revenue		(770)
Deferred tax liabilities		(9,858)
Total liabilities assumed		<u>(12,611)</u>
Net assets acquired	\$	<u>107,047</u>

The value of the goodwill can be attributed to a number of business factors, including a trained technical and sales workforce and cost synergies expected to be realized. The total amount of goodwill related to the acquisition of Octoshape expected to be deducted for tax purposes is \$69.4 million.

The following were the identified intangible assets acquired and their respective weighted average useful lives (in thousands, except years):

	Gross Carrying Amount	Weighted Average Useful Life (in years)
Completed technologies	\$ 25,310	9.8
Customer-related intangible assets	16,560	11.8
Non-compete agreements	80	2.0
Total	<u>\$ 41,950</u>	

#### *Bloxx*

On October 30, 2015, the Company acquired Bloxx Limited ("Bloxx"), a provider of Secure Web Gateway ("SWG") technology, for \$18.7 million in cash. The allocation of the purchase price has not been finalized as of the date of the filing of these financial statements. The acquisition is expected to provide us with technology to complement the Company's cloud security strategy for protecting businesses against Internet vulnerabilities. Pro forma results of operations for the acquisition of Bloxx have not been presented because the effects are not material to the Company's consolidated financial statements.

#### **6. Convertible Senior Notes**

In February 2014, the Company issued \$690.0 million in par value of convertible senior notes due 2019 (the "Notes"). The Notes are senior unsecured obligations of the Company, do not bear regular interest and mature on February 15, 2019, unless repurchased or converted prior to maturity.

At their option, holders may convert their Notes prior to the close of business on the business day immediately preceding August 15, 2018 only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ended June 30, 2014 (and only during such calendar quarter), if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; or
- during the five business day period after any five consecutive trading day period in which the trading price per \$1,000 principal amount of Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day; or upon the occurrence of specified corporate events.

On or after August 15, 2018, holders may convert all or any portion of their Notes at any time prior to the close of business on the second scheduled trading day immediately preceding the maturity date, regardless of the foregoing circumstances.

Upon conversion, the Company, at its election, may pay or deliver to holders cash, shares of the Company's common stock or a combination of cash and shares of the Company's common stock. The initial conversion rate is 11.1651 shares of the Company's common stock per \$1,000 principal amount, which is equivalent to an initial conversion price of approximately \$89.56 per share, subject to adjustments in certain events, and represents a potential conversion into 7.7 million shares.

In accounting for the issuance of the Notes, the Company separated the Notes into liability and equity components. The carrying cost of the liability component was calculated by measuring the fair value of a similar debt obligation that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component from the par value of the Notes. The difference between the principal amount of the Notes and the proceeds allocated to the liability component ("debt discount") is amortized to interest expense using the effective interest method over the term of the Notes. The equity component is recorded in additional paid-in capital in the consolidated balance sheet and will not be remeasured as long as it continues to meet the conditions for equity classification.

In accounting for the transaction costs related to the issuance of the Notes, the Company allocated the total transaction costs incurred to the liability and equity components based on their relative values. Transaction costs attributable to the liability component are being amortized to interest expense over the term of the Notes, and transaction costs attributable to the equity component are netted against the equity component of the Notes in stockholders' equity.

The Notes consist of the following components (in thousands):

	September 30, 2015	December 31, 2014
Liability component:		
Principal	\$ 690,000	\$ 690,000
Less: debt discount, net of amortization	(70,635)	(85,149)
Net carrying amount	\$ 619,365	\$ 604,851
Equity component:	\$ 101,276	\$ 101,276

The estimated fair value of the Company's Notes at September 30, 2015 was \$724.3 million. The fair value was determined based on data points other than quoted prices that are observable, either directly or indirectly, and has been classified as Level 2 within the fair value hierarchy. Based on the closing price of the Company's common stock of \$69.06 on September 30, 2015, the value of the Notes if converted to common stock was less than the principal amount of \$690.0 million.

The Company used \$62.0 million of the proceeds from the offering to repurchase shares of its common stock, concurrently with the issuance of the Notes. The repurchases were made in accordance with the share repurchase program previously approved by the Board of Directors (Note 8). Additionally, \$23.3 million of the proceeds was used for the net cost of

convertible note hedge and warrant transactions. The Company intends to use the remaining net proceeds for working capital and other general corporate purposes, as well as for potential additional acquisitions and strategic transactions.

#### Note Hedge

To minimize the impact of potential dilution upon conversion of the Notes, the Company entered into convertible note hedge transactions with respect to its common stock in February 2014. The Company paid \$101.3 million for the note hedge transactions. The note hedge transactions cover approximately 7.7 million shares of the Company's common stock at a strike price that corresponds to the initial conversion price of the Notes, also subject to adjustment, and are exercisable upon conversion of the Notes. The note hedge transactions are intended to reduce dilution in the event of conversion of the Notes.

#### Warrants

Separately, in February 2014, the Company entered into warrant transactions, whereby the Company sold warrants to acquire, subject to anti-dilution adjustments, up to 7.7 million shares of the Company's common stock at a strike price of approximately \$104.49 per share. The Company received aggregate proceeds of \$78.0 million from the sale of the warrants. The convertible note hedge and warrant transactions will generally have the effect of increasing the conversion price of the Notes to approximately \$104.49 per share.

#### Interest Expense

The Notes do not bear regular interest, but have an effective interest rate of 3.2% attributable to the conversion feature. The following table sets forth total interest expense included in the statements of income related to the Notes (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Amortization of debt discount	\$ 463	\$ 449	\$ 1,377	\$ 1,079
Amortization of debt issuance costs	4,881	4,712	14,515	11,373
Capitalization of interest expense	(714)	(679)	(2,008)	(1,513)
Total interest expense	\$ 4,630	\$ 4,482	\$ 13,884	\$ 10,939

## 7. Contingencies

The Company is conducting an internal investigation, with the assistance of outside counsel, relating to sales practices in a country outside the U.S. that represented less than 1% of the Company's revenue during the three and nine months ended September 30, 2015, and in each of the years ended December 31, 2014, 2013 and 2012. The internal investigation includes a review of compliance with the requirements of the U.S. Foreign Corrupt Practices Act and other applicable laws and regulations by employees in that market. In February 2015, the Company voluntarily contacted the U.S. Securities and Exchange Commission and Department of Justice to advise both agencies of this internal investigation. The Company is cooperating with those agencies. As of the filing of these financial statements, the Company cannot predict the outcome of this matter. No provision with respect to this matter has been made in the Company's consolidated financial statements.

## 8. Stockholders' Equity

#### Share Repurchase Program

In October 2013, the Board of Directors authorized a \$750.0 million share repurchase program, effective from October 16, 2013 through December 31, 2016. During the nine months ended September 30, 2015, the Company repurchased 2.8 million shares of its common stock for \$202.4 million.

### Stock-Based Compensation

The following table summarizes stock-based compensation included in the Company's consolidated statements of income for the three and nine months ended September 30, 2015 and 2014 (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Cost of revenue	\$ 3,579	\$ 3,030	\$ 10,244	\$ 8,901
Research and development	5,982	4,979	17,357	14,517
Sales and marketing	13,465	12,110	39,295	35,438
General and administrative	8,020	7,889	26,070	25,944
Total stock-based compensation	31,046	28,008	92,966	84,800
Provision for income taxes	(11,218)	(8,472)	(33,325)	(26,852)
Total stock-based compensation, net of income taxes	\$ 19,828	\$ 19,536	\$ 59,641	\$ 57,948

In addition to the amounts of stock-based compensation reported in the table above, the Company's consolidated statements of income for the three and nine months ended September 30, 2015 include stock-based compensation reflected as a component of amortization of capitalized internal-use software of \$2.9 million and \$9.3 million, respectively, before income taxes. For the three and nine months ended September 30, 2014, the Company's consolidated statements of income include stock-based compensation reflected as a component of amortization of capitalized internal-use software of \$3.6 million and \$7.5 million, respectively, before income taxes.

### 9. Accumulated Other Comprehensive Loss

The following table summarizes the changes in accumulated other comprehensive loss, which is reported as a component of stockholders' equity, for the nine months ended September 30, 2015 (in thousands):

	Foreign Currency Translation Adjustments	Net Unrealized Gain on Investments	Total
Balance as of January 1, 2015	\$ (22,064)	\$ 4,453	\$ (17,611)
Other comprehensive (loss) income	(17,069)	1,161	(15,908)
Balance as of September 30, 2015	\$ (39,133)	\$ 5,614	\$ (33,519)

The tax effect on accumulated unrealized gain on investments was insignificant as of September 30, 2015 and December 31, 2014. Amounts reclassified from accumulated other comprehensive loss to net income were insignificant for the nine months ended September 30, 2015.

### 10. Income Taxes

The Company's effective income tax rate was 30.7% and 31.5% for the nine months ended September 30, 2015 and 2014, respectively. The effective income tax rate is based on estimated income for the year, the estimated composition of the income in different jurisdictions and discrete adjustments, if any, in the applicable quarterly periods, including retroactive changes in tax legislation, settlements of tax audits or assessments, the resolution or identification of tax position uncertainties and acquisitions of other companies.



For the nine months ended September 30, 2015, the effective income tax rate was lower than the federal statutory tax rate due to the retroactive application of a U.S. tax court ruling with respect to the treatment of stock-based compensation in intercompany arrangements, the domestic production activities deduction and the composition of income from foreign jurisdictions that is taxed at lower rates compared to the statutory tax rates in the U.S., partially offset by the effects of accounting for stock-based compensation in accordance with the authoritative guidance for share-based payments and state income taxes. For the nine months ended September 30, 2014, the effective income tax rate was lower than the federal statutory tax rate mainly due to the benefit from the state software development activities and income from foreign jurisdictions that is taxed at lower rates compared to the statutory tax rates in the U.S.; partially offset by the effects of accounting for stock-based compensation in accordance with the authoritative guidance for share-based payments and state income taxes.

## 11. Net Income per Share

Basic net income per share is computed using the weighted average number of common shares outstanding during the applicable period. Diluted net income per share is computed using the weighted average number of common shares outstanding during the period, plus the dilutive effect of potential common stock. Potential common stock consists of shares issuable pursuant to stock options, restricted stock units (“RSUs”), deferred stock units, convertible senior notes and warrants issued by the Company. The dilutive effect of outstanding awards and convertible securities is reflected in diluted earnings per share by application of the treasury stock method.

The following table sets forth the components used in the computation of basic and diluted net income per share for the three and nine months ended September 30, 2015 and 2014 (in thousands, except per share data):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Numerator:</b>				
Net income	\$ 88,040	\$ 91,155	\$ 232,986	\$ 236,841
<b>Denominator:</b>				
Shares used for basic net income per share	178,547	178,186	178,591	178,324
<b>Effect of dilutive securities:</b>				
Stock options	667	1,146	858	1,257
RSUs and deferred stock units	1,150	1,623	1,193	1,697
Convertible senior notes	—	—	—	—
Warrants related to issuance of convertible senior notes	—	—	—	—
Shares used for diluted net income per share	180,364	180,955	180,642	181,278
Basic net income per share	\$ 0.49	\$ 0.51	\$ 1.30	\$ 1.33
Diluted net income per share	\$ 0.49	\$ 0.50	\$ 1.29	\$ 1.31

For the three and nine months ended September 30, 2015 and 2014, certain potential outstanding shares from stock options, service-based RSUs, convertible notes and warrants were excluded from the computation of diluted net income per share because the effect of including these items was anti-dilutive. Additionally, certain performance-based RSUs were excluded from the computation of diluted net income per share because the underlying performance conditions for such RSUs had not been met as of these dates. The number of potential outstanding shares excluded from the computation of diluted net income per share for the three and nine months ended September 30, 2015 and 2014 are as follows (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Stock options	3	261	10	462
Service-based RSUs	157	797	269	773
Performance-based RSUs	1,148	565	1,148	572
Convertible senior notes	7,704	7,704	7,704	7,704
Warrants related to issuance of convertible senior notes	7,704	7,704	7,704	7,704

The calculation of assumed proceeds used to determine the diluted weighted average shares outstanding under the treasury stock method in the periods presented was adjusted by tax windfalls and shortfalls associated with all of the Company's outstanding stock awards. Such windfalls and shortfalls are computed by comparing the tax deductible amount of outstanding stock awards to their grant date fair values and multiplying the results by the applicable statutory tax rate. A positive result creates a windfall, which increases the assumed proceeds, and a negative result creates a shortfall, which reduces the assumed proceeds.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This quarterly report on Form 10-Q, particularly Management's Discussion and Analysis of Financial Condition and Results of Operations set forth below, and notes to our unaudited consolidated financial statements included herein contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are subject to risks and uncertainties and are based on the beliefs and assumptions of our management as of the date hereof based on information currently available to our management. Use of words such as "believes," "expects," "anticipates," "intends," "plans," "estimates," "should," "forecasts," "if," "continues," "goal," "likely" or similar expressions indicates a forward-looking statement. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions. Actual results may differ materially from the forward-looking statements we make. See "Risk Factors" elsewhere in this quarterly report on Form 10-Q for a discussion of certain risks associated with our business. We disclaim any obligation to update forward-looking statements as a result of new information, future events or otherwise.

Our management's discussion and analysis of our financial condition and results of operations is based upon our unaudited consolidated financial statements included elsewhere in this quarterly report on Form 10-Q, which we have prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP, for interim periods and with Regulation S-X promulgated under the Securities Exchange Act of 1934, as amended, or the Exchange Act. The preparation of these unaudited consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related items, including, but not limited to, revenue recognition, accounts receivable and related reserves, valuation and impairment of marketable securities, goodwill and acquired intangible assets, capitalized internal-use software costs, impairment and useful lives of long-lived assets, income tax, and stock-based compensation. We base our estimates and judgments on historical experience and on various other assumptions that we believe to be reasonable under the circumstances at the time they are made. Actual results may differ from our estimates. See the section entitled "Application of Critical Accounting Policies and Estimates" in our annual report on Form 10-K for the year ended December 31, 2014 for further discussion of our critical accounting policies and estimates.

### Overview

We provide cloud services for delivering, optimizing and securing online content and business applications. We generally execute contracts with terms of one year or longer, and we believe this emphasis on longer-term contracts allows us to have a consistent and predictable base level of revenue which is important to our financial success. We have been able to increase our revenue and profitability in recent years because we have expanded our customer base and increased the amount and value of services, features and functionalities that our customers purchase. These achievements have enabled us to limit the impact of customer reductions in usage of our services and contract terminations as well as the effect of price decreases negotiated as part of contract renewals. Continuing these trends requires that we compete effectively in the marketplace on the basis of the quality, price and overall attractiveness of our services and technology.

Our revenue is primarily impacted by the amount of traffic we serve on our network, the prices we are able to charge for our services, the impact of seasonal variations on our business, the rate of adoption of social media and video platform capabilities and the timing and variability of customer-specific one-time events. We have observed the following trends related to our revenue in recent years:

- Historically, we have increased committed recurring revenue by adding new customers and increasing sales of incremental services to our existing customers. We have also experienced increases in the rate of traffic delivered for our customers that use our solutions for video, gaming, social media and software downloads. These increases have offset price reductions and losses of customers to competitors or in-house solutions.
- In recent months, we have seen slower growth in revenue from our Media Delivery Solutions and expect this trend to continue into 2016. We believe that this development is primarily attributable to moderation of traffic growth on our network from some of our larger customer accounts than we have experienced in the last two to three years, as well as an increase in "do-it-yourself" approaches by larger media companies based in the U.S.
- The unit prices paid by some of our customers have declined, reflecting the impact of competition. Our profitability would have been higher absent these price declines.

- We have experienced variations in certain types of revenue from quarter to quarter; in particular, we experience higher revenue in the fourth quarter of the year for some of our solutions as a result of the holiday season. We also experience lower revenue in the summer months, particularly in Europe, from both e-commerce and media customers because overall Internet use declines during that time. In addition, we experience quarterly variations in revenue attributable to the nature and timing of software and gaming releases by our customers using our software download solutions and the frequency and timing of custom services.

Our profitability is also impacted by our expense levels, including direct costs to support our revenue, such as higher bandwidth and co-location costs. In addition, we have made investments to support the potential future growth of over the top, or OTT, media offerings and to support other strategic initiatives that we anticipate will generate revenue in the future. We have observed the following trends related to our profitability in recent years:

- Network bandwidth costs represent a significant portion of our cost of revenue. Historically, we have been able to mitigate increases in these costs by reducing our network bandwidth costs per unit and investing in internal-use software development to improve the performance and efficiency of our network. Our total bandwidth costs may increase in the future as a result of expected higher traffic levels, but we believe such costs would be partially offset by anticipated continued reductions in bandwidth costs per unit and efficiency measures we take.
- Co-location costs are also a significant portion of our cost of revenue. By improving our internal-use software and managing our hardware deployments to enable us to use servers more efficiently, we have been able to manage the growth of co-location costs. We expect to continue to scale our network in the future and will need to effectively manage our co-location costs to maintain current levels of profitability.
- Payroll and related compensation costs have increased, as we have increased headcount to support our revenue growth and strategic initiatives. We increased our headcount by 1,200 employees in 2014, including 200 employees who were part of the acquisition of Prolexic Technologies, Inc., or Prolexic, in the first quarter of 2014. We increased our headcount by 838 employees during the nine months ended September 30, 2015, including employees who were part of the acquisitions of Xerocole, Inc., or Xerocole, and Codemate A/S, known as "Octoshape". We expect to continue to hire additional employees, but at a slower rate, both domestically and internationally in support of our strategic initiatives.

Fluctuations of foreign currency exchange rates have also impacted our reported results. Revenue and expenses of our operations outside of the U.S. are important contributors to our overall financial performance, and as currencies have weakened against the U.S. dollar, our revenue has been negatively impacted and our expenses have been positively impacted. If foreign currency exchange rates during the nine months ended September 30, 2015 had remained the same as exchange rates during the nine months ended September 30, 2014, our revenue would have increased by 17% as opposed to 13%. Similarly, diluted earnings per share would have increased by 5% as opposed to decreasing 2% had exchange rates remained constant during the same period.

During the nine months ended September 30, 2015, we completed two acquisitions. While the impact of the acquisitions is immaterial to our financial results as a whole, they have increased our level of expenses. During the nine months ended September 30, 2015, our results include the activities of the acquisition of Xerocole in February 2015 and of Octoshape in April 2015. We also acquired Bloxx Limited, or Bloxx, on October 30, 2015. During the nine months ended September 30, 2014, we acquired Prolexic.

## Results of Operations

The following table sets forth, as a percentage of revenue, consolidated statements of income data for the periods indicated:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	100.0 %	100.0 %	100.0 %	100.0 %
Cost of revenue (exclusive of amortization of acquired intangible assets shown below)	33.2	31.9	32.9	31.4
Research and development expense	7.0	6.5	6.9	6.5
Sales and marketing expense	19.5	19.3	19.9	18.8
General and administrative expense	18.1	16.4	17.8	16.8
Amortization of acquired intangible assets	1.2	1.7	1.3	1.7
Restructuring charges (benefits)	—	—	—	0.1
Total costs and operating expenses	79.0	75.8	78.8	75.3
Income from operations	21.0	24.2	21.2	24.7
Interest income	0.5	0.4	0.5	0.4
Interest expense	(0.8)	(0.9)	(0.9)	(0.8)
Other income (expense), net	—	—	(0.1)	(0.1)
Income before provision for income taxes	20.7	23.7	20.7	24.2
Provision for income taxes	4.7	5.3	6.4	7.6
Net income	16.0 %	18.4 %	14.3 %	16.6 %

### Revenue

Revenue during the periods presented was as follows (in thousands):

	For the Three Months Ended September 30,			% Change at Constant Currency	For the Nine Months Ended September 30,			% Change at Constant Currency
	2015	2014	% Change		2015	2014	% Change	
Revenue	\$ 551,030	\$ 498,042	10.6%	14.7%	\$ 1,618,289	\$ 1,427,579	13.4%	17.4%

During the three- and nine-month periods ended September 30, 2015, the increase in our revenue as compared to the same periods in 2014 was the result of growth across all of our solutions and geographies, with particularly strong growth from our Cloud Security Solutions and moderating growth from our Media Delivery Solutions. For the three- and nine-month periods ended September 30, 2015 and 2014, no single customer accounted for 10% or more of revenue.

Changes in foreign currency exchange rates negatively impacted our revenue by \$20.4 million and \$58.2 million during the three- and nine-month periods ended September 30, 2015, respectively, as compared to the same periods in 2014.

For each of the three- and nine-month periods ended September 30, 2015, resellers accounted for 26% of revenue, as compared to 25% of revenue for the same periods in 2014. The increase in revenue from resellers was attributable to increased traction with our carrier channel partners.

During the first quarter of 2015, we elected to revise the presentation of our revenue solution categories, primarily related to how we present product-specific services revenue. Historically, product-specific services revenue was classified as Service and Support Solutions revenue. Beginning in the first quarter of 2015, revenues from product-specific services were classified in their respective product solution categories; accordingly, we have revised prior period amounts in the following table.

The following table quantifies the contribution to revenue during the periods presented from our solution categories (in thousands):

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2015	2014	% Change	% Change at Constant Currency	2015	2014	% Change	% Change at Constant Currency
Media Delivery Solutions	\$ 244,887	\$ 232,368	5.4%	9.6%	\$ 730,232	\$ 665,857	9.7%	14.0%
Performance and Security Solutions	262,696	229,204	14.6	18.5	763,717	653,545	16.9	20.6
Service and Support Solutions	43,447	36,470	19.1	24.1	124,340	108,177	14.9	19.4
Total revenue	\$ 551,030	\$ 498,042	10.6%	14.7%	\$ 1,618,289	\$ 1,427,579	13.4%	17.4%

The growth in Media Delivery Solutions revenue for the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014, was due to higher demand across most of our customer base. However, year over year revenue growth for these solutions slowed, particularly from some of our largest media accounts, for the three-month period ended September 30, 2015. This was compared to stronger growth in the third quarter of 2014 which benefited from unseasonably high traffic levels and revenue from our largest media accounts. In the nine-month period ended September 30, 2014, we also handled several large software and gaming releases that did not repeat in 2015, negatively impacting period-over-period revenue growth. We expect this moderation of revenue growth to continue in the fourth quarter of 2015.

The increase in Performance and Security Solutions revenue for the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014, was due to increased demand across all major product lines, with especially strong growth in our Cloud Security Solutions. Cloud Security Solutions revenue for the three- and nine-month periods ended September 30, 2015 was \$64.7 million and \$180.7 million, respectively, as compared to \$46.5 million and \$120.4 million for the three- and nine-month periods ended September 30, 2014, respectively. The increase for the nine months ended September 30, 2015, as compared to the same period in 2014 was also impacted by the acquisition of Prolexic, which occurred in February 2014.

The increase in Service and Support Solutions revenue for the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014, was due to strong new customer attachment rates for our professional services and service offering upgrades purchased by our installed base.

The following table quantifies revenue derived in the U.S. and internationally (in thousands):

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2015	2014	% Change	% Change at Constant Currency	2015	2014	% Change	% Change at Constant Currency
U.S.	\$ 400,581	\$ 363,469	10.2%	10.2%	\$ 1,188,657	\$ 1,031,878	15.2%	15.2%
International	150,449	134,573	11.8	27.0	429,632	395,701	8.6	23.3
Total revenue	\$ 551,030	\$ 498,042	10.6%	14.7%	\$ 1,618,289	\$ 1,427,579	13.4%	17.4%

While revenue from our operations in the U.S. was higher in all of our solution categories during the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014, domestic revenue reflected a larger proportion of the moderation in Media Delivery Solutions revenue growth because most of our larger media customers are based in the U.S.

Revenue derived from our operations located outside of the U.S. for each of the three- and nine-month periods ended September 30, 2015 was approximately 27%, as compared to 27% and 28% for the three- and nine-month periods ended September 30, 2014, respectively. No single country outside of the U.S. accounted for 10% or more of revenue during any of these periods. During the first nine months of 2015, we experienced strong revenue growth from our operations in the Asia Pacific region and continued improvement in revenue growth from our operations in Europe, the Middle East and Africa as compared to the same period in 2014.

#### Cost of Revenue

Cost of revenue consisted of the following for the periods presented (in thousands):

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Bandwidth fees	\$ 37,711	\$ 32,391	16.4 %	\$ 109,312	\$ 90,638	20.6%
Co-location fees	31,709	28,716	10.4	92,969	85,610	8.6
Network build-out and supporting services	15,756	9,721	62.1	42,716	31,018	37.7
Payroll and related costs	40,529	36,825	10.1	117,682	104,517	12.6
Stock-based compensation, including amortization of prior capitalized amounts	6,350	6,498	(2.3)	19,124	16,118	18.6
Depreciation of network equipment	32,749	28,135	16.4	96,181	78,586	22.4
Amortization of internal-use software	18,400	16,526	11.3	54,424	41,255	31.9
Total cost of revenue	\$ 183,204	\$ 158,812	15.4 %	\$ 532,408	\$ 447,742	18.9%
<i>As a percentage of revenue</i>	33.2%	31.9%		32.9%	31.4%	

The increase in total cost of revenue for the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014, was primarily due to increases in:

- amounts paid to network providers for bandwidth fees to support the increase in traffic served on our network;
- amounts paid for network build-out and supporting services related to the increase in server deployments and investments in network expansion;
- payroll and related costs of service personnel due to headcount growth to support our product-aligned and discrete services revenue growth and our network operations personnel to support our product revenue; and
- depreciation of network equipment and amortization of internal-use software as we continued to invest in our infrastructure and release internally developed software onto our network.

Our cost of revenue as a percentage of revenue has also increased during the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014. The increase was primarily the result of our increased investments in network expansion.

We have long-term purchase commitments for co-location services and bandwidth usage with various vendors and network and Internet service providers. Our minimum commitments related to bandwidth usage and co-location services may vary from period to period depending on the timing and length of contract renewals with our service providers. There have been no significant changes to the commitments reported in our annual report on Form 10-K for the year ended December 31, 2014, other than normal period-to-period variations.

We believe that cost of revenue will increase during the fourth quarter of 2015 as compared to each of the first three quarters of 2015, primarily because we expect to deploy more servers and deliver more traffic on our network, which will result in higher expenses associated with the increased traffic. However, our anticipated increases in cost of revenue are likely to be partially offset by lower bandwidth costs per unit and continued efficiency in network deployment. Additionally, for the fourth

quarter of 2015, we anticipate amortization of internal-use software development costs to increase, as compared to the first three quarters of 2015, along with increased payroll and related costs associated with our network and professional services personnel and related expenses. We plan to continue making investments in our network with the expectation that our customer base will continue to expand and that we will continue to deliver more traffic to existing customers including OTT video traffic.

#### Research and Development Expenses

Research and development expenses consisted of the following for the periods presented (in thousands):

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Payroll and related costs	\$ 58,005	\$ 49,617	16.9 %	\$ 167,559	\$ 138,421	21.1 %
Stock-based compensation	5,982	4,979	20.1	17,357	14,517	19.6
Capitalized salaries and related costs	(26,951)	(24,496)	10.0	(79,037)	(66,552)	18.8
Other expenses	1,360	2,483	(45.2)	5,038	6,483	(22.3)
<b>Total research and development</b>	<b>\$ 38,396</b>	<b>\$ 32,583</b>	<b>17.8 %</b>	<b>\$ 110,917</b>	<b>\$ 92,869</b>	<b>19.4 %</b>
<i>As a percentage of revenue</i>	<i>7.0%</i>	<i>6.5%</i>		<i>6.9%</i>	<i>6.5%</i>	

The increase in research and development expenses during the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014, was due to increases in payroll and related costs as a result of continued growth in headcount to support investments in new product development and network scaling, partially offset by increases in capitalized salaries and related costs.

Research and development costs are expensed as incurred, other than certain internal-use software development costs eligible for capitalization. These development costs consist of payroll and related costs for personnel and external consulting expenses involved in the development of internal-use software used to deliver our services and operate our network. During the three- and nine-month periods ended September 30, 2015, we capitalized \$3.9 million and \$11.8 million, respectively, of stock-based compensation. During the three- and nine-month periods ended September 30, 2014, we capitalized \$3.4 million and \$10.3 million, respectively, of stock-based compensation. These capitalized internal-use software costs are amortized to cost of revenue over their estimated useful lives, which is generally two years.

We believe that research and development expenses during the fourth quarter of 2015 will be relatively consistent with each of the first three quarters of 2015, as we expect to continue to make improvements to our core technology and support the development of new services and engineering innovation.

#### Sales and Marketing Expenses

Sales and marketing expenses consisted of the following for the periods presented (in thousands):

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Payroll and related costs	\$ 82,282	\$ 68,684	19.8 %	\$ 233,811	\$ 185,461	26.1 %
Stock-based compensation	13,465	12,110	11.2	39,295	35,438	10.9
Marketing programs and related costs	8,022	7,314	9.7	28,899	25,093	15.2
Other expenses	3,657	8,107	(54.9)	20,401	22,750	(10.3)
<b>Total sales and marketing</b>	<b>\$ 107,426</b>	<b>\$ 96,215</b>	<b>11.7 %</b>	<b>\$ 322,406</b>	<b>\$ 268,742</b>	<b>20.0 %</b>
<i>As a percentage of revenue</i>	<i>19.5%</i>	<i>19.3%</i>		<i>19.9%</i>	<i>18.8%</i>	

The increase in sales and marketing expenses during the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014, was primarily due to increased payroll and related costs, as we invested in our sales and marketing organization, as well as additional marketing programs and related costs in support of our go-to-market strategy and



ongoing geographic expansion. Other expenses, which consists primarily of sales and marketing events and related travel expenses, decreased as we slowed our discretionary spending to align with our anticipated moderation in revenue growth.

We believe that sales and marketing expenses will increase in absolute dollars during the fourth quarter of 2015 as compared to each of the first three quarters of 2015, due to increased payroll and related costs as a result of headcount growth throughout 2015. We expect headcount growth in the fourth quarter to be at a slower pace than we have recently experienced, primarily with respect to our direct sales team and corporate marketing function.

#### General and Administrative Expenses

General and administrative expenses consisted of the following for the periods presented (in thousands):

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Payroll and related costs	\$ 42,667	\$ 38,611	10.5 %	\$ 124,689	\$ 106,635	16.9 %
Stock-based compensation	8,020	7,889	1.7	26,070	25,944	0.5
Depreciation and amortization	14,114	10,883	29.7	39,468	28,932	36.4
Facilities-related costs	16,599	13,538	22.6	46,785	39,010	19.9
Provision for doubtful accounts	775	784	(1.1)	1,112	955	16.4
Acquisition-related costs	252	—	100.0	1,058	3,836	(72.4)
Professional fees and other expenses	17,116	10,200	67.8	49,105	34,634	41.8
Total general and administrative	\$ 99,543	\$ 81,905	21.5 %	\$ 288,287	\$ 239,946	20.1 %
As a percentage of revenue	18.1%	16.4%		17.8%	16.8%	

The increase in general and administrative expenses for the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014, was primarily due to the expansion of company infrastructure to support investments in engineering, go-to-market capacity and enterprise expansion initiatives. In particular, we increased general and administrative headcount and our facility footprint, which increased payroll and related costs, facilities-related costs and depreciation and amortization. In the three- and nine-month periods ended September 30, 2015, we increased the number of software-as-a-service (or SaaS) solutions that we use, as compared to the same periods in 2014, which contributed to the increase in professional fees and other expenses. These increases were partially offset by a decrease in acquisition-related costs due to the acquisition of Prolexic in the first quarter of 2014, with no corresponding acquisitions of comparable size in the nine-month period ended September 30, 2015.

During the fourth quarter of 2015, we expect general and administrative expenses to increase in absolute dollars as compared to each of the first three quarters of 2015, due to anticipated increased payroll and related costs and facilities-related costs attributable to increased hiring, investment in information technology and planned facility expansion.

#### Amortization of Acquired Intangible Assets

(in thousands)	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Amortization of acquired intangible assets	\$ 6,752	\$ 8,403	(19.6)%	\$ 20,284	\$ 23,654	(14.2)%
As a percentage of revenue	1.2%	1.7%		1.3%	1.7%	

The decrease in amortization of acquired intangible assets for the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014, was driven by the finalization of amortization of intangible assets acquired in earlier years, in addition to the deceleration in recognition of customer backlog-related intangible assets acquired from Prolexic, which have a short useful life. Based on our intangible assets at September 30, 2015, we expect amortization of acquired intangible assets to be approximately \$6.8 million for the remainder of 2015, and \$26.4 million, \$27.6 million, \$23.3 million and \$21.0 million for 2016, 2017, 2018 and 2019, respectively.

### Restructuring Charges (Benefits)

(in thousands)	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Restructuring charges (benefits)	\$ 20	\$ (115)	(117.4)%	\$ 517	\$ 1,189	(56.5)%
As a percentage of revenue	—%	—%		—%	0.1%	

The restructuring charges for the three- and nine-month periods ended September 30, 2015 consisted of severance expenses associated with acquisitions. The charges for the three- and nine-month periods ended September 30, 2014 consisted of severance expenses associated with the acquisition of Prolexic, and the nine-month period ended September 30, 2014 also included a cancellation fee for termination of a contract.

### Non-Operating Income (Expense)

(in thousands)	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Interest income	\$ 2,723	\$ 2,010	35.5%	\$ 8,265	\$ 5,389	53.4%
As a percentage of revenue	0.5%	0.4%		0.5%	0.4%	
Interest expense	\$ (4,630)	\$ (4,482)	3.3	\$ (13,884)	\$ (10,939)	26.9
As a percentage of revenue	(0.8)%	(0.9)%		(0.9)%	(0.8)%	
Other income (expense), net	\$ 204	\$ (188)	(208.5)	\$ (1,702)	\$ (1,968)	(13.5)
As a percentage of revenue	—%	—%		(0.1)%	(0.1)%	

For the periods presented, interest income consists of interest earned on invested cash balances and marketable securities, and interest expense consists of the amortization of the debt discount and debt issuance costs related to our convertible senior notes issued in February 2014.

Other income (expense), net primarily represents net foreign exchange gains and losses and other non-operating expense and income items. The fluctuations in other income (expense), net for the three- and nine-month periods ended September 30, 2015, as compared to the same periods in 2014, were primarily due to foreign currency exchange rate fluctuations on intercompany and other non-functional currency transactions. Other income (expense), net may fluctuate in the future based on changes in foreign currency exchange rates or other events.

### Provision for Income Taxes

(in thousands)	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Provision for income taxes	\$ 25,946	\$ 26,424	(1.8)%	\$ 103,163	\$ 109,078	(5.4)%
As a percentage of revenue	4.7%	5.3%		6.4%	7.6%	
Effective income tax rate	22.8%	22.5%		30.7%	31.5%	

For the nine months ended September 30, 2015, our effective income tax rate was lower than the federal statutory tax rate due to the retroactive application of a U.S. tax court ruling with respect to the treatment of stock-based compensation in intercompany arrangements, the domestic production activities deduction and the composition of income from foreign jurisdictions that is taxed at lower rates compared to the statutory tax rates in the U.S. These benefits were partially offset by the effects of accounting for stock-based compensation in accordance with the authoritative guidance for share-based payments and state income taxes.

For the nine months ended September 30, 2014, our effective income tax rate was lower than the federal statutory tax rate mainly due to the benefit from the state software development activities and income from foreign jurisdictions that is taxed at lower rates compared to the statutory tax rates in the U.S., partially offset by the effects of accounting for stock-based compensation in accordance with the authoritative guidance for share-based payments and state income taxes.

We expect our full year effective income tax rate to remain relatively consistent with the effective tax rate during the nine months ended September 30, 2015. This expectation does not take into consideration the effect of potential one-time discrete items that may be recorded in the future, including the federal research and development credit which is uncertain to be reinstated by year end. The effective tax rate could be different depending on the nature and timing of dispositions of incentive stock options and other employee equity awards. 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 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 net operating loss 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 these matters may be materially greater or less than the amount that we have estimated.

### Non-GAAP Financial Measures

In addition to providing financial measurements based on GAAP, we publicly discuss additional financial measures that are not prepared in accordance with GAAP, or non-GAAP financial measures. Management uses non-GAAP financial measures, in addition to GAAP financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting purposes and to evaluate our financial performance. These non-GAAP financial measures are: non-GAAP income from operations, non-GAAP operating margin, non-GAAP net income, non-GAAP net income per diluted share, Adjusted EBITDA, Adjusted EBITDA margin and impact of foreign currency exchange rates, as discussed below.

Management believes that these non-GAAP financial measures reflect our ongoing business in a manner that allows for meaningful comparisons and analysis of trends in the business, as they exclude expenses and gains that may be infrequent, unusual in nature or not reflective of our ongoing operating results. Management also believes that these non-GAAP financial measures enable investors to evaluate our operating results and future prospects in the same manner as management. These non-GAAP financial measures may also facilitate comparing financial results across accounting periods and to those of peer companies.

The non-GAAP financial measures do not replace the presentation of our GAAP financial measures and should only be used as a supplement to, not as a substitute for, our financial results presented in accordance with GAAP.

The non-GAAP adjustments, and our basis for excluding them from non-GAAP financial measures, are outlined below:

- **Amortization of acquired intangible assets** – We have incurred amortization of intangible assets, included in our GAAP financial statements, related to various acquisitions we made. The amount of an acquisition's purchase price allocated to intangible assets and term of its related amortization can vary significantly and are unique to each acquisition; therefore, we exclude amortization of acquired intangible assets from our non-GAAP financial measures to provide investors with a consistent basis for comparing pre- and post-acquisition operating results.
- **Stock-based compensation and amortization of capitalized stock-based compensation** – Although stock-based compensation is an important aspect of the compensation paid to our employees and executives, the grant date fair value varies based on the stock price at the time of grant, varying valuation methodologies, subjective assumptions and the variety of award types. This makes the comparison of our current financial results to previous

and future periods difficult to interpret; therefore, we believe it is useful to exclude stock-based compensation and amortization of capitalized stock-based compensation from our non-GAAP financial measures in order to highlight the performance of our core business and to be consistent with the way many investors evaluate our performance and compare our operating results to peer companies.

- **Acquisition-related costs** – Acquisition-related costs include transaction fees, due diligence costs and other direct costs associated with strategic activities. In addition, subsequent adjustments to our initial estimated amounts of contingent consideration and indemnification associated with specific acquisitions are included within acquisition-related costs. These amounts are impacted by the timing and size of the acquisitions. We exclude acquisition-related costs from our non-GAAP financial measures to provide a useful comparison of our operating results to prior periods and to our peer companies because such amounts vary significantly based on the magnitude of our acquisition transactions.
- **Restructuring charges** – We have incurred restructuring charges that are included in our GAAP financial statements, primarily related to workforce reductions and estimated costs of exiting facility lease commitments. We exclude these items from our non-GAAP financial measures when evaluating our continuing business performance as such items vary significantly based on the magnitude of the restructuring action and do not reflect expected future operating expense, nor provide meaningful insight into the fundamentals of current or past operations of our business.
- **Amortization of debt discount and issuance costs and amortization of capitalized interest expense** – In February 2014, we issued \$690 million of convertible senior notes due 2019 with a coupon interest rate of 0%. The imputed interest rate of the convertible senior notes was approximately 3.2%. This is a result of the debt discount recorded for the conversion feature that is required to be separately accounted for as equity under GAAP, thereby reducing the carrying value of the convertible debt instrument. The debt discount is amortized as interest expense together with the issuance costs of the debt which are recorded as an asset in the consolidated balance sheet. All of our interest expense is comprised of these non-cash components and is excluded from management's assessment of our operating performance because management believes the non-cash expense is not indicative of ongoing operating performance.
- **Loss on investments and legal matters** – We have incurred losses from the impairment of certain investments and the settlement of legal matters. In addition, we have incurred costs with respect to our internal investigation related to sales practices in a country outside of the U.S. We believe excluding these amounts from our non-GAAP financial measures is useful to investors as the types of events giving rise to them occur infrequently and are not representative of our core business operations.
- **Income tax effect of non-GAAP adjustments and certain discrete tax items** – The non-GAAP adjustments described above are reported on a pre-tax basis. The income tax effect of non-GAAP adjustments is the difference between GAAP and non-GAAP income tax expense. Non-GAAP income tax expense is computed on non-GAAP pre-tax income (GAAP pre-tax income adjusted for non-GAAP adjustments) and excludes certain discrete tax items (such as recording or release of valuation allowances), if any. We believe that applying the non-GAAP adjustments and their related income tax effect allows us to highlight income attributable to our core operations.

The following table reconciles GAAP income from operations to non-GAAP income from operations and non-GAAP operating margin for the periods presented (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Income from operations	\$ 115,689	\$ 120,239	\$ 343,470	\$ 353,437
Amortization of acquired intangible assets	6,752	8,403	20,284	23,654
Stock-based compensation	31,046	28,008	92,966	84,800
Amortization of capitalized stock-based compensation and capitalized interest expense	3,152	3,601	9,896	7,563
Other operating expenses	708	(2,515)	3,856	2,973
Non-GAAP income from operations	<u>\$ 157,347</u>	<u>\$ 157,736</u>	<u>\$ 470,472</u>	<u>\$ 472,427</u>
GAAP operating margin	21%	24%	21%	25%
Non-GAAP operating margin	29%	32%	29%	33%

Other operating expenses excluded from the non-GAAP results presented in the table above includes: acquisition-related costs, restructuring charges and certain legal matter costs.

The following table reconciles GAAP net income to non-GAAP net income and non-GAAP net income per diluted share for the periods presented (in thousands, except per share data):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	\$ 88,040	\$ 91,155	\$ 232,986	\$ 236,841
Amortization of acquired intangible assets	6,752	8,403	20,284	23,654
Stock-based compensation	31,046	28,008	92,966	84,800
Amortization of capitalized stock-based compensation and capitalized interest expense	3,152	3,601	9,896	7,563
Other operating expenses	708	(2,515)	3,856	2,973
Amortization of debt discount and issuance costs	4,630	4,482	13,884	10,939
Loss on investments	—	—	25	393
Income tax effect of above non-GAAP adjustments and certain discrete tax items	(22,453)	(21,771)	(48,678)	(45,333)
Non-GAAP net income	<u>\$ 111,875</u>	<u>\$ 111,363</u>	<u>\$ 325,219</u>	<u>\$ 321,830</u>
GAAP net income per diluted share	\$ 0.49	\$ 0.50	\$ 1.29	\$ 1.31
Non-GAAP net income per diluted share	\$ 0.62	\$ 0.62	\$ 1.80	\$ 1.78
Shares used in diluted per share calculations	180,364	180,955	180,642	181,278

Other operating expenses excluded from the non-GAAP results presented in the table above includes: acquisition-related costs, restructuring charges and certain legal matter costs.

Non-GAAP net income per diluted share is calculated as non-GAAP net income divided by diluted weighted average common shares outstanding. GAAP diluted weighted average shares outstanding are adjusted in non-GAAP per share calculations for the shares that would be delivered to us pursuant to the note hedge transactions entered into in connection with the issuance of \$690.0 million in par value of convertible senior notes due 2019. Under GAAP, shares delivered under hedge transactions are not considered offsetting shares in the fully diluted share calculation until they are delivered. However, we would receive a benefit from the note hedge transactions and would not allow the dilution to occur, so management believes

that adjusting for this benefit provides a meaningful view of net income per share. Until our weighted average stock price is greater than \$89.56, the initial conversion price, there will be no difference between our GAAP and non-GAAP diluted weighted average common shares outstanding.

We consider Adjusted EBITDA to be another important indicator of the operational strength and performance of our business and a good measure of our historical operating trends. 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 GAAP net income excluding the following items: interest income; income taxes; depreciation and amortization of tangible and intangible assets; stock-based compensation; amortization of capitalized stock-based compensation; other operating expenses (comprised of acquisition-related costs, restructuring charges, benefit from adoption of software development activities, gains and other activity related to divestiture of a business, gains and losses on legal settlements, and costs incurred with respect to our internal investigation relating to sales practices in a country outside the U.S.); foreign exchange gains and losses; loss on early extinguishment of debt; amortization of debt discount and issuance costs; amortization of capitalized interest expense; certain gains and losses on investments; and other non-recurring or unusual items that may arise from time to time. Adjusted EBITDA margin represents Adjusted EBITDA stated as a percentage of revenue.

The following table reconciles GAAP net income to Adjusted EBITDA and Adjusted EBITDA margin for the periods presented (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	\$ 88,040	\$ 91,155	\$ 232,986	\$ 236,841
Amortization of acquired intangible assets	6,752	8,403	20,284	23,654
Stock-based compensation	31,046	28,008	92,966	84,800
Amortization of capitalized stock-based compensation and capitalized interest expense	3,152	3,601	9,896	7,563
Other operating expenses	708	(2,515)	3,856	2,973
Interest income	(2,723)	(2,010)	(8,265)	(5,389)
Amortization of debt discount and issuance costs	4,630	4,482	13,884	10,939
Provision for income taxes	25,946	26,424	103,163	109,078
Depreciation and amortization	64,881	55,411	189,054	148,426
Other (expense) income, net	(204)	188	1,702	1,968
Adjusted EBITDA	\$ 222,228	\$ 213,147	\$ 659,526	\$ 620,853
Adjusted EBITDA margin	40%	43%	41%	43%

#### *Impact of Foreign Currency Exchange Rates*

Revenue and earnings from our international operations have historically been an important contributor to our financial results. Consequently, our financial results have been impacted, and management expects they will continue to be impacted, by fluctuations in foreign currency exchange rates. For example, when the local currencies of our foreign subsidiaries weaken, our consolidated results stated in U.S. dollars are negatively impacted.

Because exchange rates are a meaningful factor in understanding period-to-period comparisons, management believes the presentation of the impact of foreign currency exchange rates on revenue and earnings enhances the understanding of our financial results and evaluation of performance in comparison to prior periods. The dollar impact of changes in foreign currency exchange rates presented is calculated by translating current period results using average foreign currency exchange rates per month from the comparative period and comparing it to the as reported amount. The percentage change at constant currency presented is calculated by comparing the prior period amounts as reported and the current period amount translated using the same average foreign currency exchange rates per month from the comparative period.

## Liquidity and Capital Resources

To date, we have financed our operations primarily through public and private sales of debt and equity securities and cash generated by operations. As of September 30, 2015, our cash, cash equivalents and marketable securities, which consisted primarily of corporate bonds and U.S. government agency securities, totaled \$1.5 billion. Factoring in our convertible senior notes, our net cash is \$814.9 million. We place our cash investments in instruments that meet high-quality credit 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 and maintaining adequate liquidity at all times.

Changes in cash, cash equivalents and marketable securities are dependent upon changes in, among other things, working capital items such as deferred revenues, accounts payable, accounts receivable and various accrued expenses, as well as changes in our capital and financial structure due to common stock repurchases, debt repurchases and issuances, stock option exercises, purchases and sales of marketable securities and similar events. We believe our strong balance sheet and cash position are important competitive differentiators that provide the financial flexibility necessary to make investments at opportune times. We expect to continue to evaluate strategic investments to strengthen our business on an ongoing basis.

As of September 30, 2015, we had cash and cash equivalents of \$145.6 million held in accounts outside the U.S. An immaterial amount of these funds would be subject to U.S. federal taxation if repatriated, with such tax liability partially offset by foreign tax credits. The remainder of our cash and cash equivalents held outside the U.S. are subject to, or offset by, intercompany obligations to our parent company in the U.S. and, therefore, are not subject to U.S. federal taxation. As a result, our liquidity is not materially impacted by the amount of cash and cash equivalents held in accounts outside the U.S.

### Cash Provided by Operating Activities

<i>(in thousands)</i>	For the Nine Months Ended September 30,	
	2015	2014
Net income	\$ 232,986	\$ 236,841
Non-cash reconciling items included in net income	286,563	264,581
Changes in operating assets and liabilities	26,811	(38,893)
Net cash flows provided by operating activities	<u>\$ 546,360</u>	<u>\$ 462,529</u>

The increase in cash provided by operating activities for the nine-month period ended September 30, 2015, as compared to the same period in 2014, was primarily due to a \$70.6 million decrease in cash paid for taxes year-over-year, the timing of payments to our vendors for services and stronger cash collections. The decrease in cash paid for taxes is the result of an income tax refund received in the second quarter of 2015 related to the finalization of an audit and the timing differences in which we make quarterly estimated payments. Accounts receivable days sales outstanding was 59 days as of September 30, 2015, compared to 60 days as of September 30, 2014.

### Cash Used in Investing Activities

<i>(in thousands)</i>	For the Nine Months Ended September 30,	
	2015	2014
Cash paid for acquired businesses, net of cash acquired	\$ (122,445)	\$ (386,532)
Purchases of property and equipment and capitalization of internal-use software development costs	(366,146)	(226,307)
Net marketable securities activity	142,936	(436,776)
Other investing activity	(3,037)	7,222
Net cash used in investing activities	<u>\$ (348,692)</u>	<u>\$ (1,042,393)</u>

The decrease in cash used in investing activities partially relates to the acquisition of Prolexic during the nine-month period ended September 30, 2014, with no corresponding acquisition of the same magnitude in the nine-month period ended September 30, 2015. Net marketable securities activity also contributed to the decrease in cash used in investing activities.

During 2014, we invested the proceeds from our convertible senior notes, which caused the activity for marketable securities to be a net outflow. The decrease in cash used in investing activities was partially offset by an increase of purchases of property and equipment and capitalized internal-use software during the nine-month period ended September 30, 2015, as compared to the same period in 2014, as we continued to invest in our network with the goal of enhancing and adding functionality to our service offerings.

During the nine-month period ended September 30, 2015, we made large planned investments in our network infrastructure to support the continued growth of our customer base and expected increases in traffic growth. Additionally, during the nine-month period ended September 30, 2015, we incurred facility build-outs and IT costs to support our increase in headcount and the expansion of company infrastructure to support our engineering and go-to-market strategy. While we will continue to make investments in these areas, we do not expect expenditures to continue at the same rate during the fourth quarter of 2015 as compared to each of the first three quarters of 2015.

#### *Cash (Used in) Provided by Financing Activities*

<i>(in thousands)</i>	For the Nine Months Ended September 30,	
	2015	2014
Activity related to convertible senior notes	\$ —	\$ 655,413
Activity related to stock-based compensation	31,968	56,114
Repurchases of common stock	(202,426)	(226,513)
Other financing activities	(2,050)	(19,437)
Net cash (used in) provided by financing activities	\$ (172,508)	\$ 465,577

The decrease in cash from financing activities during the nine-month period ended September 30, 2015 was primarily the result of the convertible senior notes issued in February 2014 and related note hedge and warrant transactions. Concurrent with the convertible senior notes issuance, we also repurchased \$62.0 million of our common stock, which contributed to the decrease in repurchases of common stock in the nine-month period ended September 30, 2015, as compared to the same period in 2014.

In October 2013, the Board of Directors authorized a \$750.0 million share repurchase program, effective from October 16, 2013 through December 31, 2016. The goal of the October 2013 share repurchase program is to both offset dilution from our equity compensation plans and to provide the flexibility to increase distributions to our shareholders as business and market conditions warrant.

During the nine-month period ended September 30, 2015, we repurchased 2.8 million shares of common stock at a weighted average price of \$71.09 per share for an aggregate of \$202.4 million. During the nine-month period ended September 30, 2014, we repurchased 3.9 million shares of common stock at a weighted average price of \$57.71 per share for an aggregate of \$226.5 million. The timing and amount of any future share repurchases will be determined by our management based on its evaluation of market conditions and other factors.

#### *Convertible Senior Notes*

In February 2014, we issued \$690.0 million in par value of convertible senior notes due 2019 and entered into related convertible note hedge and warrant transactions. The terms of the notes, hedge and warrant transactions are discussed more fully in Note 6 to the consolidated financial statements included elsewhere in this quarterly report on Form 10-Q. We intend to use the net proceeds of the offering for additional share repurchases, working capital and general corporate purposes, including potential additional acquisitions and other strategic transactions.

#### *Liquidity Outlook*

We believe, based on our present business plan, that our current cash, cash equivalents and marketable securities balances and our forecasted cash flows from operations will be sufficient to meet our foreseeable cash needs for at least the next 12 months. Our foreseeable cash needs include our planned capital expenditures, salaries related to increased hiring, investments in information technology and facility expansion costs, in addition to anticipated share repurchases, lease and purchase commitments, settlements of other long-term liabilities and potential acquisitions and other strategic transactions.



## **Contractual Obligations**

Our principal commitments consist of obligations under leases for office space, service agreements with co-location facilities for data center capacity and bandwidth usage and open vendor purchase orders. Our minimum commitments related to bandwidth usage and co-location services may vary from period to period depending on the timing and length of contract renewals with our service providers. As of September 30, 2015, there have been no significant changes in our future non-cancelable minimum payments under these commitments from those reported in our annual report on Form 10-K for the year ended December 31, 2014, other than normal period-to-period variations.

## **Off-Balance Sheet Arrangements**

We have entered into indemnification agreements with third parties, including vendors, customers, landlords, our officers and directors, shareholders of acquired companies, joint venture partners and third parties to which we license technology. Generally, these indemnification agreements require us to reimburse losses suffered by a third party 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. See also Note 10 to our consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2014 for further discussion of these indemnification agreements. The fair value of guarantees issued or modified during the three months ended September 30, 2015 was determined to be immaterial.

As of September 30, 2015, we did not have any additional material off-balance sheet arrangements.

## **Legal Matters**

We are conducting an internal investigation, with the assistance of outside counsel, relating to sales practices in a country outside the U.S. that represented less than 1% of our revenue during the three and nine months ended September 30, 2015, and in each of the years ended December 31, 2014, 2013 and 2012. The internal investigation includes a review of compliance with the requirements of the U.S. Foreign Corrupt Practices Act and other applicable laws and regulations by employees in that market. In February 2015, we voluntarily contacted the U.S. Securities and Exchange Commission and Department of Justice to advise both agencies of this internal investigation. We are cooperating with those agencies. As of the filing of this quarterly report on Form 10-Q, we cannot predict the outcome of this matter. No provision with respect to this matter has been made in our consolidated financial statements.

## **Recent Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board, or FASB, issued updated guidance and disclosure requirements for recognizing revenue. The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This standard will be effective for us on January 1, 2018, and may be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. We are evaluating the potential impact of adopting this new accounting guidance.

In April 2015, the FASB issued updated guidance that will change the current presentation of debt issuance costs on the balance sheet. This new guidance will move debt issuance costs from the assets section of the balance sheet to the liabilities section as a direct deduction from the carrying amount of the debt issued. The guidance will be effective for us on January 1, 2016. We will reclassify our debt issuance costs included in other assets on the consolidated balance sheet to convertible senior notes within the liabilities and stockholders' equity section. The amount of deferred financing costs expected to be reclassified as of January 1, 2016 is \$6.2 million. This revision will have no impact on our results of operations or cash flows.

In September 2015, the FASB issued updated guidance that eliminates the requirement to restate prior period financial statements for measurement period adjustments. In an effort to reduce complexity in financial reporting, the new guidance requires that the cumulative impact of a measurement period adjustment, including the impact on prior periods, be recognized in the reporting period in which the adjustment is identified. The standard will be effective for us on January 1, 2016. We do not expect this guidance to have a material impact on our results of operations, financial condition or cash flows.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

#### **Interest Rate Risk**

Our portfolio of cash equivalents and short- and long-term investments is maintained in a variety of securities, including U.S. government agency obligations, high-quality corporate debt securities, mutual funds and money market funds. The majority of our investments are classified as available-for-sale securities and carried at their fair market value with cumulative unrealized gains or losses recorded as a component of accumulated other comprehensive loss within stockholders' equity. A sharp rise in interest rates could have an adverse impact on the fair market value of certain securities in our portfolio. We do not currently hedge our interest rate exposure and do not enter into financial instruments for trading or speculative purposes.

#### **Foreign Currency Risk**

Growth in our international operations will incrementally increase our exposure to foreign currency fluctuations as well as other risks typical of international operations that could impact our business, including, but not limited to, differing economic conditions, changes in political climate, differing tax structures and other regulations and restrictions.

#### *Transaction Exposure*

Foreign exchange rate fluctuations may adversely impact our consolidated results of operations as exchange rate fluctuations on transactions denominated in currencies other than our functional currencies result in gains and losses that are reflected in our consolidated statements of income. We enter into short-term foreign currency forward contracts to offset foreign exchange gains and losses generated by the re-measurement of certain assets and liabilities recorded in non-functional currencies. Changes in the fair value of these derivatives, as well as re-measurement gains and losses, are recognized in our statements of income within other income (expense), net. Foreign currency transaction gains and losses from these forward contracts were determined to be immaterial during the nine months ended September 30, 2015. We do not enter into financial instruments for trading or speculative purposes.

#### *Translation Exposure*

To the extent the U.S. dollar weakens against foreign currencies, the translation of these foreign currency-denominated transactions will result in increased revenue and decreased operating expenses. Conversely, our revenue will decrease and our operating expenses will increase when the U.S. dollar strengthens against foreign currencies.

Foreign exchange rate fluctuations may also adversely impact our consolidated financial condition as the assets and liabilities of our foreign operations are translated into U.S. dollars in preparing our consolidated balance sheet. These gains or losses are recognized as an adjustment to stockholders' equity which is reflected in our balance sheet as accumulated other comprehensive loss.

#### **Credit Risk**

Concentrations of credit risk with respect to accounts receivable are limited to certain customers to which we make substantial sales. Our customer base consists of a large number of geographically dispersed customers diversified across numerous industries. We believe that our accounts receivable credit risk exposure is limited. As of September 30, 2015 and December 31, 2014, no customer had an accounts receivable balance of 10% or more of our accounts receivable. We believe that, at September 30, 2015, the concentration of credit risk related to accounts receivable was insignificant.

### **Item 4. Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively), evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2015. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosures. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2015, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended September 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We are party to litigation that we consider routine and incidental to our business. We do not currently expect the results of any of these litigation matters to have a material adverse effect on our business, results of operations, financial condition, or cash flows.

### **Item 1A. Risk Factors**

The following are important factors that could cause our actual operating results to differ materially from those indicated or suggested by forward-looking statements made in this quarterly report on Form 10-Q or presented elsewhere by management from time to time. We have not made any material changes to the risk factors previously disclosed in our annual report on Form 10-K for the year ended December 31, 2014.

***If we do not continue to innovate and develop solutions and technologies that are useful for our customers or that improve our operating efficiencies, our operating results may suffer.***

We have been in business for more than 15 years and consider ourselves pioneers in the development of content and application delivery solutions. As the information technology industry evolves, however, it may become increasingly difficult for us to maintain a technological advantage. In particular, our traditional offerings risk becoming commoditized as competitors or even current or former customers seek to replicate them such that we must lower the prices we charge, reducing the profitability of such offerings or risk losing such business. We believe, therefore, that developing innovative, high-margin solutions is key to our revenue growth and profitability. We must do so in a rapidly changing technology environment where it can be difficult to anticipate the needs of potential customers and where competitors may develop products and services that are, or may be viewed as, better than ours. The process of developing new solutions is complex and uncertain; we must commit significant resources to developing new services or features without knowing whether our investments will result in services the market will accept. This could cause our expenses to grow more rapidly than our revenue. Furthermore, we may not successfully execute our technology initiatives because of errors in planning, timing or execution, technical or operational hurdles that we fail to overcome in a timely fashion, misunderstandings about market demand or a lack of appropriate resources. Failure to adequately develop, on a cost-effective basis, innovative new or enhanced solutions that are attractive to customers and to keep pace with rapid technological and market changes could have a material effect on our business, results of operations, financial condition and cash flows.

We believe that the Internet has the potential to experience dramatic growth in the future. For example, only a relatively small percentage of individuals watch television over the Internet now, but many predict that the Internet will become the dominant medium for delivery of video content in the future. In addition, the use of mobile devices has increased rapidly in recent years and is expected to continue to grow in the future. There could develop an inflection point above which global usage of the Internet increases to a level that our current approaches to the delivery of content and applications may not be sustainable at current levels of profitability or at all. It is expensive to deploy dedicated servers in data centers around the world; therefore, that approach of deploying at the "edge" of the Internet may be inadequate to fully address our customer's evolving needs or we may no longer be able to maintain our current approach to delivery. If we are unable to develop or acquire scalable new technologies to address the expected growth and other changes we expect, our business and financial statements may suffer.

***Slower than expected traffic growth on our network and numerous other factors could cause our revenue growth rate and profitability to decline.***

Our revenue growth rate and profitability may decline in future periods as a result of a number of other factors, including:

- failure to experience traffic growth and increase sales of our core services and advanced features;
- changes in our customers' business models that we do not fully anticipate or that we fail to address adequately;
- customers, particularly larger media customers, implementing their own data centers and delivery approaches to limit their reliance on third party providers like us;
- macro-economic pressures; and
- failure of a significant number of customers to pay our fees on a timely basis or at all or to continue to purchase our services in accordance with their contractual commitments.

We based our decisions with respect to expense levels and investments on estimates of future revenue and future anticipated rate of growth. Many of our expenses are fixed cost in nature for some minimum amount of time, such as with co-location and bandwidth providers, so it may not be possible to reduce costs in a timely manner or without the payment of fees to exit certain obligations early. We also face higher expenses due to increased headcount and customers shifting significant amounts of their traffic to our secure socket layer, or SSL, network. Therefore, if our revenue does not increase as forecasted, we may not be able to maintain our current level of profitability in 2015 or on a quarterly or annual basis thereafter.

***The information technology industry and the markets in which we compete are constantly evolving, which makes our future business strategies, practices and results difficult to predict.***

The information technology industry and the markets in which we compete have grown rapidly over the life of our company and continue to evolve in response to new technological advances, changing business models and other factors. We and the other companies that compete in this industry and these markets experience continually shifting business relationships, commercial focuses and business priorities, all of which occur in reaction to industry and market forces and the emergence of new opportunities. These shifts have led or could lead to:

- our customers or partners becoming competitors;
- our network suppliers becoming partners with us or, conversely, no longer seeking to work with us;
- our working more closely with hardware providers;
- large technology companies that previously did not appear to show interest in the markets we seek to address entering into those markets as competitors; and
- needing to expand into new lines of business.

As a result of this constantly changing environment, our future business strategies, practices and results may be difficult to predict, and we may face operational difficulties in adjusting to the changes.

***If we are unable to compete effectively, our business will be adversely affected.***

We compete in markets that are intensely competitive and rapidly changing. Our current and potential competitors vary by size, service offerings and geographic region and range from start-ups that offer solutions competing with a discrete part of our business to large technology or telecommunications companies that offer, or may be planning to introduce, products and services that are broadly competitive with what we do. The primary competitive factors in our market are: excellence of technology, global presence, customer service, technical expertise, security, ease-of-use, breadth of services offered, price and financial strength. Competitors include some of our current partners and customers.

Many of our current and potential competitors have substantially greater financial, technical and marketing resources, larger customer bases, longer operating histories, greater brand recognition and more established relationships in the industry than we do. As a result, some of these competitors may be able to:

- develop superior products or services, gain greater market acceptance, and expand their service offerings more efficiently or more rapidly;
- adapt to new or emerging technologies and changes in customer requirements more quickly;
- take advantage of acquisition and other opportunities more readily;
- adopt more aggressive pricing policies and allocate greater resources to the promotion, marketing, and sales of their services; and
- dedicate greater resources to the research and development of their products and services.

Smaller and more nimble competitors may be able to:

- attract customers by offering less-sophisticated versions of services than we provide at lower prices than those we charge;
- develop new business models that are disruptive to us; and
- respond more quickly than we can to new or emerging technologies and changes in customer requirements, resulting in superior offerings.

Existing and potential customers may not purchase our services, or may limit their use of them, because they:

- pursue a "do-it-yourself" approach by putting in place equipment, software and other technology solutions for content and application delivery within their internal systems;
- enter into relationships directly with network providers instead of relying on an overlay network like ours; or
- implement multi-vendor policies to reduce reliance on external providers like us.

Consequently, our competitors include hardware manufacturers, software companies and other entities that offer Internet-related solutions that are not service-based.

Ultimately, increased competition of all types could result in price and revenue reductions, loss of customers and loss of market share, each of which could materially impact our business, profitability, financial condition, results of operations and cash flows.

***We may be unable to replace lost revenue due to customer cancellations, renewals at lower rates or other less favorable terms.***

It is key to our profitability that we offset lost committed recurring revenue due to customer cancellations, terminations, price reductions or other less favorable terms by adding new customers and increasing the number of high-margin services, features and functionalities that our existing customers purchase. We cannot predict our renewal rates. Some customers may elect not to renew and others may renew at lower prices, lower committed traffic levels, or for shorter contract lengths. Historically, a significant percentage of our renewals, particularly with larger customers, have involved unit price declines as competition has increased and the market for certain parts of our business has matured. Our renewal rates may decline as a result of a number of factors, including competitive pressures, customer dissatisfaction with our services, customers' inability to continue their operations and spending levels, the impact of multi-vendor policies, customers implementing or increasing their use of in-house technology solutions and general economic conditions. In addition, our customer contracting models may change to move away from a committed revenue structure to a "pay-as-you-go" approach. The absence of a commitment would make it easier for customers to stop doing business with us, which would negatively impact revenue.

***We may be unsuccessful at developing and maintaining strategic relationships with third parties that expand our distribution channels and increase revenue, which could significantly limit our long-term growth.***

Our future success will likely require us to maintain and increase the number and depth of our relationships with resellers, systems integrators, product makers and other strategic partners and to leverage those relationships to expand our distribution channels and increase revenue. The need to develop such relationships can be particularly acute in areas outside of the U.S. We have not always been successful at developing these relationships due to the complexity of our services, our historical reliance on an internal sales force, a past lack of strategic focus on such arrangements and other factors. Recruiting and retaining qualified channel partners and training them in the use of our technology and services and ensuring that they are compliant with our ethical expectations requires significant time and resources. In order to develop and expand our distribution channel, we must continue to expand and improve our portfolio of solutions as well as the systems, processes and procedures that support our channels. Those systems, processes and procedures may become increasingly complex and difficult to manage. The time and expense required for the sales and marketing organizations of our channel partners to become familiar with our offerings, including our new services developments, may make it more difficult to introduce those products to enterprises. Our failure to maintain and increase the number and quality of relationships with channel partners, and any inability to successfully execute on the partnerships we initiate, could significantly impede our revenue growth prospects in the short and long term.

***Security breaches and other unplanned interruptions in the functioning of our network or services could lead to significant costs and disruptions that could 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. We transmit and store our customers' information and data as well as our own. Maintaining the security and availability of our services, network and internal IT systems is a critical issue for us and our customers. The costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software programs and security vulnerabilities are significant, and our efforts to address these problems may not be successful and could result in interruptions, delays, cessation of service and loss of existing or potential customers. As we expand our emphasis on selling security-related solutions, we may become a more attractive target for attacks on our infrastructure intended to steal information about our technology, financial data or customer information or take other actions that would be damaging to our customers and us. Our network or services could also be disrupted by numerous other events, including failure or refusal of our third party network providers to provide the necessary capacity, natural disasters, power losses and human error. Any significant breach of our security measures or other disruptions to our network or IT systems would threaten our ability to provide our customers with fast, efficient and reliable distribution of applications and content over the Internet, would harm our reputation and could lead to customer credits, loss of customers, higher expenses and increased legal liability.

***Acquisitions and other strategic transactions we complete could result in operating difficulties, dilution, diversion of management attention and other harmful consequences that may adversely impact our business and results of operations.***

Acquisitions are an important part of our corporate strategy. We may also enter into other types of strategic relationships that involve technology sharing or close cooperation with other companies. Acquisitions and other complex transactions are accompanied by a number of risks, including the following:

- the difficulty of integrating the operations and personnel of acquired companies;
- the potential disruption of our ongoing business;
- the potential distraction of management;
- diversion of business resources from core operations;
- expenses related to the transactions;
- increased accounting charges such as impairment of goodwill or intangible assets, amortization of intangible assets acquired and a reduction in the useful lives of intangible assets acquired; 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. As we complete acquisitions, we may encounter difficulty in incorporating acquired technologies into our offerings while maintaining the quality standards that are consistent with our brand and reputation. In addition, we may not be able to recognize any expected synergies or benefits in connection with a future acquisition, combination or strategic relationship. If we are not successful in completing acquisitions or other strategic transactions that we may pursue in the future, we may incur substantial expenses and devote significant management time and resources without a successful result. Future acquisitions could require use of substantial portions of our available cash or result in dilutive issuances of securities. Technology sharing or other strategic relationships we enter into may give rise to disputes over intellectual property ownership, operational responsibilities and other significant matters. Such disputes may be expensive and time-consuming to resolve.

***Our failure to effectively manage our operations as our business evolves could harm us.***

Our future operating results will depend on our ability to manage our operations. 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, most key 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, enhance succession planning and decentralize our decision-making at a pace commensurate with our actual or desired growth rates, we may not be able to achieve our financial or operational goals.

We have greatly increased our employee base in recent years and have brought in hundreds of new employees through acquisitions. It is important to our continued success that we hire qualified employees, properly train them and manage out poorly-performing personnel, all while maintaining our corporate culture and spirit of innovation. If we are not successful at these efforts, our growth and operations could 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 due to the diversification and complexity of our business, acquisitions of new businesses with different systems and increased regulation over controls and procedures. To manage our technical support infrastructure effectively and improve our sales efficiency, we will need to continue to upgrade and improve our data systems, billing systems, ordering processes and other operational and financial systems, procedures and controls. These upgrades and improvements will require a dedication of resources, are likely to be complex and increasingly rely on hosted computer services from third parties that we do not control. If we are unable to adapt our systems and organization in a timely, efficient and cost-effective manner to accommodate changing circumstances, our business may be adversely affected. If the third parties we rely on for hosted data solutions for our internal network and information systems are subject to a security breach or otherwise suffer disruptions that impact the services we utilize, the integrity and availability of our internal information could be compromised causing the loss of confidential or proprietary information, damage to our reputation and economic loss.

***We face risks associated with international operations and expansion efforts that could harm our business.***

We have operations in numerous foreign countries and may continue to expand our operations internationally. Such expansion could require us to make significant expenditures, which could harm our profitability. We are 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:

- currency exchange rate fluctuations and limitations on the repatriation and investment of funds;
- difficulties in transferring funds from, or converting currencies in, certain countries;
- changes in regulatory requirements that could pose risks to our intellectual property, increase the cost of doing business in a country or create other disadvantages to our business;
- 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;
- corporate and personal liability for alleged or actual violations of laws and regulations;
- difficulty in staffing, developing and managing foreign operations as a result of distance, language and cultural differences;
- reliance on channel partners over which we have limited control or influence on a day-to-day basis; and
- potentially adverse tax consequences.

In addition, compliance with complex foreign and U.S. laws and regulations that apply to our international operations increases our cost of doing business. These numerous, rapidly-changing and sometimes conflicting laws and regulations include internal control and disclosure rules, data privacy and filtering requirements, anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and local laws prohibiting corrupt payments to governmental officials, and antitrust and competition regulations, among others. Violations of these laws and regulations by our employees or partners could result in fines and penalties, criminal sanctions against us, our officers, or our employees, prohibitions on the conduct of our business and on our ability to offer our products and services in one or more countries, and could also materially affect our brand, our international expansion efforts, our ability to attract and retain employees, our business, and our financial statements. Although we have implemented policies and procedures designed to ensure compliance with these laws and regulations, there can be no assurance that our employees, contractors or agents will not violate our policies or applicable laws.

In particular, we are conducting an internal investigation, with the assistance of outside counsel, relating to sales practices in a country outside the U.S. The investigation includes a review of compliance with the requirements of the U.S. Foreign Corrupt Practices Act and other applicable laws and regulations by employees in that market. If violations are found, we may be subject to penalties, which could include substantial fines.

***Defects or disruptions in our services could diminish demand for our solutions or subject us to substantial liability.***

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 the software that underlies our services and platform. We have also experienced customer dissatisfaction with the quality of some of our media delivery and other services which has led to loss of business and could lead to loss of customers in the future. There may be additional errors and defects in our software that may adversely affect our operations. We may not have in place adequate quality assurance procedures to ensure that we detect errors in our software in a timely manner, and we may have insufficient resources to efficiently cope with multiple service incidents happening simultaneously or in rapid succession. If we are unable to efficiently and cost-effectively fix errors or other problems that may be identified and improve the quality of our services, or if there are unidentified errors that allow persons to improperly access our services, we could experience loss of revenue and market share, damage to our reputation, increased expenses, delayed payments and legal actions by our customers. If we elect to move into new areas that involve legal and regulatory complexities such as monetizing data, providing regulated telecommunications services, or handling personally identifiable information, the potential risks and magnitude of losses we face could increase.

***We may have insufficient transmission and co-location space, which could result in disruptions to our services and loss of revenue.***

Our operations are dependent in part upon transmission capacity provided by third party telecommunications network providers and access to co-location facilities to house our servers. 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, network providers going out of business, networks imposing traffic limits or governments adopting regulations that impact network operations. In some regions, network providers may choose to compete with us and become unwilling to sell us adequate transmission capacity at fair market prices. This risk is heightened where market power is concentrated with one or a few major networks. We also may be unable to move quickly enough to augment capacity to reflect growing traffic demands. Failure to put in place the capacity we require could result in a reduction in, or disruption to, service to our customers and ultimately loss of those customers. In recent years, it has become increasingly expensive to house our servers at network facilities. We expect this trend to continue. In addition, customers have increasingly elected to transmit their content over our SSL network, which is more costly for us to operate and could require significant additional investment for us. 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 profitability.

***Government regulation is evolving, and unfavorable changes could harm our business.***

Laws and regulations that apply to communications and commerce over the Internet are becoming more prevalent. In particular, domestic and foreign government attempts to regulate the operation of the Internet could negatively impact our business even if our business is not the direct target of such regulations. Furthermore, the growth and development of the market for online commerce has prompted calls for more stringent copyright protection, tax, consumer protection, cybersecurity, content, anti-discrimination and privacy laws, both in the U.S. 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.

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

An increasing portion of our revenue is derived from international operations. Revenue 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-functional currencies. While we have implemented a foreign currency hedging program to mitigate transactional exposures, there is no guarantee that such program will be fully effective.



***Our stock price has been, and may continue to be, volatile, and your investment could lose value.***

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;
- introduction of new products, services and strategic developments by us or our competitors;
- market speculation about whether we are a takeover target;
- changes in financial estimates and recommendations by securities analysts;
- failure to meet the expectations of securities analysts;
- purchases or sales of our stock by our officers and directors;
- macro-economic factors;
- repurchases of shares of our common stock;
- performance by other companies in our industry; and
- geopolitical conditions such as acts of terrorism or military conflicts.

Furthermore, our revenue, particularly that portion attributable to usage of our services beyond customer commitments, can be difficult to forecast, and, as a result, our quarterly operating results can fluctuate substantially. This concern is particularly acute with respect to our media and commerce customers for which holiday sales are a key but unpredictable driver of usage of our services. In the future, our customer contracting models may change to move away from a committed revenue structure to a "pay-as-you-go" approach. The absence of a commitment would make it easier for customers to stop doing business with us, which would create additional challenges with our forecasting processes. Because a significant portion of our cost structure is largely fixed in the short-term, revenue shortfalls tend to have a disproportionately negative impact on our profitability. If we announce revenue or profitability results that do not meet or exceed our guidance or make changes in our guidance with respect to future operating results, our stock price may decrease significantly as a result.

Any of these events, as well as other circumstances discussed in these Risk Factors, may cause the price of our common stock to fall. In addition, the stock market in general, and the market prices of stock of publicly-traded technology companies in particular, have experienced significant volatility that often has been unrelated to the operating performance of such companies. These broad stock market fluctuations may adversely affect the market price of our common stock, regardless of our operating performance.

***Any failure to meet our debt obligations would damage our business.***

As of September 30, 2015, we had total par value of \$690.0 million of convertible senior notes outstanding. Our ability to refinance the notes, make cash payments in connection with conversions of the notes or repurchase those notes in the event of a fundamental change (as defined in the indenture governing the notes) will depend on market conditions and our future performance, which is subject to economic, financial, competitive and other factors beyond our control. We also may not use the cash we have raised through the issuance of the convertible senior notes in an optimally productive and profitable manner. If we are unable to remain profitable or if we use more cash than we generate in the future, our level of indebtedness at such time could adversely affect our operations by increasing our vulnerability to adverse changes in general economic and industry conditions and by limiting or prohibiting our ability to obtain additional financing for additional capital expenditures, acquisitions and general corporate and other purposes. In addition, if we are unable to make cash payments upon conversion of the notes, we would be required to issue significant amounts of our common stock, which would be dilutive to the stock of existing stockholders. If we do not have sufficient cash to repurchase the notes following a fundamental change we would be in default under the terms of the notes, which could seriously harm our business. In addition, the terms of the notes do not limit the amount of future indebtedness we may incur. If we incur significantly more debt, this could intensify the risks described above.

***We may issue additional shares of our common stock or instruments convertible into shares of our common stock and thereby materially and adversely affect the market price of our common stock.***

Our Board of Directors has the authority to issue additional shares of our common stock or other instruments convertible into, or exchangeable or exercisable for, shares of our common stock. If we issue additional shares of our common stock or instruments convertible into shares of our common stock, it may materially and adversely affect the market price of our common stock.

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

Our future success depends upon the 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, which affects both our ability to retain key employees and hire new ones. In making employment decisions, particularly in our industry, job candidates and current personnel often consider the value of stock-based compensation they are to or currently receive in connection with their employment. Declines in the price of our stock could adversely affect our ability to attract or retain key employees and result in increased employee compensation expenses.

None of our officers or key employees is bound by an employment agreement for any specific term. Members of our senior management team have left Akamai over the years for a variety of reasons, and we cannot be certain that there will not be additional departures, which may be disruptive to our operations and detrimental to our future outlook. The loss of the services of any of our key employees or our inability to attract and retain new talent 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 become involved in litigation that may adversely impact our business.***

From time to time, we are or may become involved in various legal proceedings relating to matters incidental to the ordinary course of our business, including patent, commercial, product liability, employment, class action, whistleblower and other litigation and claims, and governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause us to incur significant expenses. Furthermore, because such matters are inherently unpredictable, there can be no assurance that the results of any of these matters will not have an adverse impact on our business, results of operations, financial condition, or cash flows.

***We may need to defend against patent or copyright infringement claims, which would cause us to incur substantial costs or limit our ability to use certain technologies in the future.***

As we expand our business and develop new technologies, products and services, we may become increasingly subject to intellectual property infringement and other claims, including those that may arise under international laws. In many cases, we have agreed to indemnify our customers and channel and strategic partners if our services infringe or misappropriate specified intellectual property rights; therefore, we could become involved in litigation or claims brought against customers or channel or strategic partners if our services or technology are the subject of such allegations. Any litigation or claims, whether or not valid, brought against us or pursuant to which we indemnify our customers or channel or strategic partners 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 features, functionalities, products or services that incorporate the challenged intellectual property;
- pay substantial damages and incur significant litigation expenses;
- 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.

***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 believed were infringing our intellectual property rights but have not always prevailed. Such lawsuits can be expensive and require a significant amount of attention from our management and technical personnel, and the outcomes are unpredictable. There can be no assurance that evolving interpretations of patent laws in the U.S. and other countries will not limit the scope and enforceability and, therefore, the value of our patents. Monitoring unauthorized use of our services is difficult, and we cannot be certain that the steps we have taken or will take will prevent unauthorized use of our 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. 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.

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

We have licensed from the Massachusetts Institute of Technology, or MIT, technology that is covered by various patents 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. These patents are scheduled to expire beginning in 2018. As the patents expire, we will no longer have the right to exclude others from practicing the technologies covered by them.

***We rely on certain “open-source” software the use of which could result in our having to distribute our proprietary software, including our source code, to third parties on unfavorable terms, which could materially affect our business.***

Certain of our service offerings use software that is subject to open-source licenses. Open-source code is software that is freely accessible, usable and modifiable. Certain open-source code is governed by license agreements, the terms of which could require users of such software to make any derivative works of the software available to others on unfavorable terms or at no cost. Because we use open-source code, we may be required to take remedial action in order to protect our proprietary software. Such action could include replacing certain source code used in our software, discontinuing certain of our products or taking other actions that could be expensive and divert resources away from our development efforts. In addition, the terms relating to disclosure of derivative works in many open-source licenses are unclear. If a court interprets one or more such open-source licenses in a manner that is unfavorable to us, we could be required to make certain of our key software available at no cost.

***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.***

Significant portions of our business depend on our ability to deliver media content in all major formats such as those used by companies like Adobe, Microsoft, Apple and Google. Owners of proprietary 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.

***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, thereby negatively affecting our business.***

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. The supply of unallocated IPv4 addresses is likely to be exhausted in the near future. 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. There can be no guarantee that the plans we have been developing for the transition to IPv6 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, results of operations and cash flows.

***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 U.S. 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 development costs, investments, contingent obligations, allowance for doubtful accounts, intangible assets and restructuring charges. These estimates and judgments affect, among other things, the reported amounts of our assets, liabilities, revenue 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. In addition, new accounting pronouncements and interpretations of accounting pronouncements have occurred and may occur in the future that could adversely affect our reported financial results.

***We may have exposure to greater-than-anticipated tax liabilities.***

Our future income taxes could be adversely affected by earnings being lower than anticipated in jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates, or changes in tax laws, regulations, or accounting principles, as well as certain discrete items such as equity-related compensation. We have recorded certain tax reserves to address potential exposures involving our income, 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. Although we believe our estimates, our reserves and the positions we have taken are reasonable, the ultimate tax outcome may differ from the amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made.

***If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. As a result, our stockholders could lose confidence in our financial reporting, which could harm our business and the trading price of our common stock.***

We have complied with Section 404 of the Sarbanes-Oxley Act of 2002 by assessing, strengthening and testing our system of internal controls. Even though we concluded our internal control over financial reporting and disclosure controls and procedures were effective as of the end of the period covered by this report, we need to continue to maintain our processes and systems and adapt them to changes as our business evolves and we rearrange management responsibilities and reorganize our business. This continuous process of maintaining and adapting our internal controls and complying with Section 404 is expensive and time-consuming and requires significant management attention. We cannot be certain that our internal control measures will continue to provide adequate control over our financial processes and reporting and ensure compliance with Section 404. Furthermore, as our business changes, including by expanding our operations in different markets, increasing reliance on channel partners and completing acquisitions, our internal controls may become more complex and we will require significantly more resources to ensure our internal controls remain effective. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. If we or our independent registered public accounting firm identify material weaknesses, the disclosure of that fact, even if quickly remediated, could reduce the market's confidence in our financial statements and harm our stock price.

***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 a publicly-available privacy policy concerning 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 proposals pending before the U.S. Congress, various state legislative bodies, foreign governments and regulatory agencies in the United States and other countries concern data privacy and retention issues related to our business. It is not possible to predict whether, when, or the extent to which such proposals 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 inconsistently with our current data protection policies and practices. Complying with potentially 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.

***Our sales to government clients subject us to risks including early termination, audits, investigations, sanctions and penalties.***

We have customer contracts with the U.S. government, as well as foreign, state and local governments and their respective agencies. Such government entities often have the right to terminate these contracts at any time, without cause. There is increased pressure for governments and their agencies, both domestically and internationally, to reduce spending. Most of our government contracts are subject to legislative approval of appropriations to fund the expenditures under these contracts. These factors combine to potentially limit the revenue we derive from government contracts in the future. Additionally, government contracts generally have requirements that are more complex than those found in commercial enterprise agreements and therefore are more costly to comply with. Such contracts are also subject to audits and investigations that could result in civil and criminal penalties and administrative sanctions, including termination of contracts, refund of a portion of fees received, forfeiture of profits, suspension of payments, fines and suspensions or debarment from future government business.

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

Our business has been and could continue to be affected by general global economic and market conditions. Weakness in the U.S. and/or in economies outside the U.S. could have a negative effect on our operating results, including decreases in revenue and operating cash flows. To the extent economic conditions impair our customers' ability to profitably monetize the content we deliver on their behalf, they may reduce or eliminate the traffic we deliver for them. Such reductions in traffic would lead to a reduction in our revenue. Additionally, in a down-cycle economic environment, we may experience the negative effects of increased competitive pricing pressure, customer loss, a 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.

***Global climate change and natural resource conservation regulations could adversely impact our business.***

Our deployed network of servers consumes significant energy resources, including those generated by the burning of fossil fuels. In response to concerns about global climate change, 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. 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. The costs and any expenses we incur to make our network more energy 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 revenue and damage to our reputation.

***Our business could be adversely impacted as a result of war, acts of terrorism, natural disasters or climate change.***

Terrorist acts, acts of war, natural disasters, or the direct and indirect effects of climate change (such as sea level rise, increased storm severity, drought, flooding, wildfires, pandemics and social unrest from resource depletion and rising food prices) may cause damage or disruption to our employees, facilities, customers, partners, suppliers, distributors and resellers, which could have an adverse impact on our business, results of operations and financial condition.

***Because we do not intend to pay dividends, stockholders will benefit from an investment in our common stock only if it appreciates in value.***

We currently intend to retain our future earnings, if any, for use in the operation of our business and do not expect to pay any cash dividends in the foreseeable future on our common stock. As a result, the success of an investment in our common stock will depend upon any future appreciation in its value. There is no guarantee that our common stock will appreciate in value or even maintain the price at which stockholders have purchased their shares.

**Provisions of our charter, by-laws 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 charter, by-laws and Delaware law could make it more difficult for a third party to control or 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;
- 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; and
- our Board of Directors may issue, without stockholder approval, shares of undesignated preferred stock.

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.

## **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

### *(c) Issuer Purchases of Equity Securities*

The following is a summary of our repurchases of our common stock in the third quarter of 2015 (in thousands, except share and per share data):

Period <sup>(1)</sup>	(a) Total Number of Shares Purchased <sup>(2)</sup>	(b) Average Price Paid per Share <sup>(3)</sup>	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(4)</sup>	(d) Approximate Dollar Value of Shares that May Yet be Purchased Under Plans or Programs <sup>(4)</sup>
July 1, 2015 – July 31, 2015	365,744	\$ 71.35	365,744	\$ 281,468
August 1, 2015 – August 31, 2015	342,959	72.39	342,959	256,641
September 1, 2015 – September 30, 2015	351,550	72.36	351,550	231,203
Total	1,060,253	\$ 72.02	1,060,253	\$ 231,203

(1) Information is based on settlement dates of repurchase transactions.

(2) Consists of shares of our common stock, par value \$0.01 per share. All repurchases were made pursuant to a previously-announced program.

(3) Includes commissions paid.

(4) In October 2013, the Board of Directors authorized a \$750.0 million share repurchase program, effective from October 16, 2013 through December 31, 2016. The share repurchase program was announced on October 23, 2013.

## **Item 6. Exhibits**

The exhibits filed as part of this quarterly report on Form 10-Q are listed in the exhibit index immediately preceding the exhibits and are incorporated herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Akamai Technologies, Inc.

November 9, 2015

By: /s/ James Benson

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James Benson

Chief Financial Officer

(Duly Authorized Officer, Principal Financial Officer)

**EXHIBIT INDEX**

Exhibit 31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/ Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended
Exhibit 31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/ Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended
Exhibit 32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Label Linkbase Document*
101.PRE	XBRL Taxonomy Presentation Linkbase Document*

\* Submitted electronically herewith

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets at September 30, 2015 and December 31, 2014, (ii) Consolidated Statements of Income for the three and nine months ended September 30, 2015 and 2014, (iii) Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2015 and 2014, (iv) Consolidated Statements of Cash Flows for the nine months ended September 30, 2015 and 2014 and (v) Notes to Unaudited Consolidated Financial Statements.



## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, F. Thomson Leighton, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Akamai Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2015

/s/ F. Thomson Leighton

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F. Thomson Leighton, Chief Executive Officer

## CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, James Benson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Akamai Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2015

/s/ James Benson

James Benson, Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10-Q of Akamai Technologies, Inc. (the "Company") for the period ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, F. Thomson Leighton, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that to his knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 9, 2015

/s/ F. Thomson Leighton

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F. Thomson Leighton, Chief Executive Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10-Q of Akamai Technologies, Inc. (the "Company") for the period ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, James Benson, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that to his knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 9, 2015

/s/ James Benson

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James Benson, Chief Financial Officer