

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AKAMAI TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

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

500 TECHNOLOGY SQUARE
(Address of Principal Executive Offices)

02139
(Zip Code)

THIRD AMENDED AND RESTATED
1998 STOCK OPTION PLAN
OF INTERVU INC.
(Full Title of the Plan)

ROBERT O. BALL III
VICE PRESIDENT AND GENERAL COUNSEL
AKAMAI TECHNOLOGIES, INC.
500 TECHNOLOGY SQUARE
CAMBRIDGE, MA 02139
(Name and Address of Agent for Service)

(617) 250-3000
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value	37,104(1)	\$43.75	\$1,623,300(2)	\$429

(1) The Registrant previously registered 1,529,461 shares of its Common Stock based on 2,567,502 shares of INTERVU common stock subject to outstanding options under the Third Amended and Restated 1998 Stock Option Plan of INTERVU Inc. (the "InterVU 1998 Plan") on a Registration Statement on Form S-8 (File No. 333-35470). Pursuant to General Instruction E to Form S-8, the Registrant hereby registers an additional 37,104 shares of its Common Stock based on an additional 62,286 shares of InterVU common subject to options under the InterVU 1998 Plan.

(2) Estimated solely for the purpose of calculating the registration fee, and based on the weighted average exercise price of the common stock in accordance with Rule 457(h) under the Securities Act of 1933, as amended.

INCORPORATION BY REFERENCE

The contents of the Registration Statement on Form S-8 (File No. 333-35470) are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts on May 8, 2000.

AKAMAI TECHNOLOGIES, INC.

By: /s/ Robert O. Ball III

Robert O. Ball III
Vice President, General Counsel and
Secretary

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Akamai Technologies, Inc. hereby severally constitute and appoint George H. Conrades, Paul Sagan and Robert O. Ball III, and each of them singly, our true and lawful attorneys with full power to them, and each acting singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Akamai Technologies, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

Signature - - - - -	Title -----	Date ----
/s/ George H. Conrades ----- George H. Conrades	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 8, 2000
/s/ Timothy Weller ----- Timothy Weller	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	May 8, 2000
/s/ Arthur H. Bilger ----- Arthur H. Bilger	Director	May 8, 2000
/s/ Todd A. Dages ----- Todd A. Dages	Director	May 8, 2000
/s/ F. Thomson Leighton ----- F. Thomson Leighton	Director	May 8, 2000
----- Daniel M. Lewin	Director	
----- Terrance G. McGuire	Director	
	Director	

- -----

Edward W. Scott

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1 (1)	Certificate of Incorporation of the Registrant, as amended.
4.2 (1)	By-Laws of the Registrant, as amended.
4.3 (1)	Specimen Certificate for Common Stock of the Registrant.
4.4 (2)	Third Amended and Restated 1998 Stock Option Plan of INTERVU Inc.
5	Opinion of Hale and Dorr LLP.
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5).
23.2	Consent of PricewaterhouseCoopers LLP.
24	Power of Attorney (included in the signature pages of this Registration Statement).
(1)	Incorporated herein by reference from the Registrant's Registration Statement on Form S-1, as amended (File No. 333-85679).
(2)	Incorporated herein by reference from the Registrant's Registration Statement on Form S-8 (File No. 333-35470).

HALE AND DORR LLP
COUNSELLORS AT LAW

WWW.HALEDORR.COM
60 STATE STREET * BOSTON, MA 02109
617-526-6000 * FAX 617-526-5000

May 8, 2000

Akamai Technologies, Inc.
500 Technology Square
Cambridge, MA 02139

Re: Third Amended and Restated 1998 Stock Option Plan of INTERVU Inc.

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 37,104 shares of Common Stock, \$.01 par value per share (the "Shares"), of Akamai Technologies, Inc., a Delaware corporation (the "Company"), issuable under the Third Amended and Restated 1998 Stock Option Plan of INTERVU Inc. (the "Plan"). The Plan was assumed pursuant to the Agreement and Plan of Merger, dated as of February 6, 2000, by and among the Company, Alii Merger Corporation, a Delaware corporation and a wholly owned subsidiary of the Company, and INTERVU Inc., a Delaware corporation.

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

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

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

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

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

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

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

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

Very truly yours,

/s/ Hale and Dorr LLP

HALE AND DORR LLP

Consent of Independent Accountants

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated January 25, 2000, except for Note 14, as to which the date is February 28, 2000, relating to the consolidated financial statements and financial statement schedule, which appear in the Annual Report on Form 10-K of Akamai Technologies, Inc. for the year ended December 31, 1999.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
May 5, 2000