FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | () | | | | 1 | | | _ | | | | | 1 | |
|---|---|--|--|----------|--|----------|--------------|------------------------------------|---|--------------|---|---|--|---|---|---|--|--|--|
| | nd Address o | 2. Issuer Name and Ticker or Trading Symbol AKAMAI TECHNOLOGIES INC [AKAM] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | | | |
| Wheato | on Willia | | | | | | | | (***** | Director | , | | 10% Ov | /ner | | | | | |
| | | | | | | | | | | _ X | Officer (| give title | | Other (specify below) | | | | | |
| (Last) | (F | 3. Date of Earliest Transaction (Month/Day/Year) 02/08/2018 | | | | | | | | , | Chief Strategy Officer | | | | | | | | |
| C/O AK | AMAI TEC | 02/00/2010 | | | | | | | | C | mer our | icg) c | JIIICCI . | | | | | | |
| 150 BROADWAY | | | | | | | | | | | | | - | | | | | | |
| | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | |
| (Street) | | | | | | | | | | | | | | Form filed by One Reporting Person | | | | | |
| CAMBRIDGE MA 02142 | | | | | | | | | | | | Form filed by More than One Reporting | | | | ting | | | |
| | | | | | | | | | | Person | | | | | | | | | |
| (City) | (3 | State) | (Zip) | | | | | | | | | | | | | | | | |
| | | Ta | ble I - Nor | า-Deriv | ative S | ecuritie | s Acq | uired, | Dis | posed of | , or Be | nef | icially | Owned | | | | | |
| 1. Title of S | Security (Ins | tr. 3) | | 2. Trans | action | | | | 3. 4. Securities Acquired (A) | | | | | | | | | 7. Nature of | |
| Date (Month/D | | | | | Day/Year) Execution Date, if any (Month/Day/Year) | | Code (Instr. | | Disposed Of (D) (Instr. 3, 4 5) | | | 4 and | Beneficia Owned Fo | Securities Beneficially Owned Following | | Indirect tr. 4) | Indirect Beneficial Ownership | | |
| | | | | | | | Code | v | Amount | (A) o (D) | r | Price | Reported Transaction (Instr. 3 and | ion(s) | | | (Instr. 4) | | |
| Common Stock 02/09 | | | | | | | | M | м 3,290 А | | | \$0 | 35,902 | | | D | | | |
| Common Stock 02/11 | | | | | /2018 | | | M | | 4,303 A | | \$ <mark>0</mark> | 40,2 | 40,205 | | D | | | |
| Common Stock 02/12/ | | | | | 2/2018 | | | | | 2,368 | A | | \$ <mark>0</mark> | 42,573 | | D | | | |
| | | | Table II - | | | | | | | | | | | Owned | | | | | |
| | | | | | | | | | | onvertib | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Dat if any (Month/Day/Yo | | ansaction ode (Instr. | | | 6. Date E Expiratio (Month/I | on Dat | | 7. Title and Ar of Securities Underlying Derivative Sec (Instr. 3 and 4 | | curity (| 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securitie Beneficia Owned Following Reported Transacti | e Owne s Form Direct or Inc g (I) (In | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | Date | | Expiration | | or | umber | | (Instr. 4) | | | | |

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.

Code V

M

M

(A)

14,722

14,722

7,361

(D)

4,802

2.368

Exercisable

(2)

(3)

(4)

(5)

(6)

(7)

Date

02/09/2021

02/10/2020

02/22/2018

02/11/2020

02/12/2020

02/12/2019

Title

Stock

Commor

Stock

Commo

Stock

Common

Stock

Stock

Commo

Stock

Shares

14,722

14,722

7,361

4,802

6,241

2.368

\$0

\$0

\$0

\$<mark>0</mark>

\$<mark>0</mark>

\$0

- 2. Vesting of such RSUs is dependent on Akamai's achievement of a specified financial performance targets for each of 2018, 2019 and 2020. To the extent such targets are met, the RSUs will vest on the date the company's financial results for 2020 are certified. Amount reported is target amount issuable.
- 3. Vests as follows: 1/3 on each of February 8, 2019, 2020 and 2021.

02/08/2018

02/08/2018

02/08/2018

02/09/2018

02/11/2018

02/12/2018

- 4. Vesting of such RSUs is dependent on the relative cumulative total shareholder return of Akamai's common stock as compared to the S&P 500 Information Technology Index for 2018, 2019 and 2020. To the extent the company's total shareholder return exceeds specified target percentile rankings within such index, the RSUs will vest in full on the date the company's financial results for 2020 are certified. Amount reported is target issuable.
- 5. RSUs vest over three years as follows: 33% on each of February 9, 2018, 2019 and 2020.
- 6. Vests as follows: 1/3 on each of February 11, 2017, 2018 and 2019.
- 7. Vested in full on February 12, 2018.

Remarks:

Restricted

Stock

Units(1) Restricted

Stock Units⁽¹⁾

Restricted

Stock

Stock

Units⁽¹⁾ Restricted Stock Units⁽¹⁾

Restricted

Stock

Units⁽¹⁾

Units⁽¹⁾ Restricted \$0.0

\$0.0

\$0.0

\$0.0

\$0.0

/s/ James H Hammons, Jr., by power of attorney

02/12/2018

14,722

14,722

7,361

9,606

6,241

0

D

D

D

D

D

D

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

 $Note: File \ three \ copies \ of \ this \ Form, \ one \ of \ which \ must \ be \ manually \ signed. \ If \ space \ is \ insufficient, \ see \ Instruction \ 6 \ for \ procedure.$

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of James Hammons, Laura Howell and Conor Daly, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Akamai Technologies, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID or any other application materials to enable the undersigned to gain or maintain access to the Electronic Data Gathering, Analysis and Retrieval system of the SEC;
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of February, 2016.

/s/ William Wheaton Signature

William Wheaton
Print Name