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

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AMENDMENT NO. 2 TO  
**FORM 8-K**

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report: June 10, 2005  
(Date of earliest event reported)

**AKAMAI TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction  
of Incorporation)

0-27275

(Commission File Number)

04-3432319

(IRS Employer Identification No.)

8 Cambridge Center, Cambridge, Massachusetts 02142  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (617) 444-3000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**EXPLANATORY NOTE**

On June 16, 2005, Akamai Technologies, Inc. (“Akamai or the “Registrant”) filed a Current Report on Form 8-K relating to its acquisition of Speedera Networks Inc. (“Speedera”) that excluded certain financial statements that were not available at the time of filing. On August 26, 2005, Akamai amended the original Current Report on Form 8-K (the “Form 8-K/A”) to include required financial statements and pro forma financial information in connection with the Speedera acquisition. By this amendment, Akamai is filing supplemental pro forma financial information in connection with the Speedera acquisition that includes an unaudited combined condensed pro forma statement of operations for the full year ended December 1, 2005, prepared as if the acquisition of Speedera had occurred on January 1, 2005.

**ITEM 9.01 Financial Statements and Exhibits**

*(b) Pro Forma Financial Information*

Attached hereto as Exhibit 99.6 and incorporated by reference herein is unaudited pro forma combined condensed consolidated financial information for Akamai and Speedera for the year ended December 31, 2005.

*(c) Exhibits*

- \*23.1 Consent of PricewaterhouseCoopers LLP
- \*23.2 Consent of BDO Seidman LLP
- \*99.1 Agreement and Plan of Merger by and among Akamai Technologies, Inc., Aquarius Acquisition Corp., Speedera Networks, Inc. and the representatives of the equity holders of Speedera Networks, Inc. named therein, dated March 16, 2005.
- \*99.2 Press Release dated June 13, 2005
- \*99.3 Audited financial statements of Speedera Networks, Inc. for the years ended June 30, 2004 and 2003.
- \*99.4 Unaudited financial statements of Speedera Networks, Inc. for the nine months ended March 31, 2005 and 2004.
- \*99.5 Unaudited pro forma combined condensed consolidated financial information.
- 99.6 Supplemental unaudited pro forma combined condensed consolidated financial information.

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\* Previously filed.

**SIGNATURE**

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 hereunto duly authorized.

Date: December 27, 2006

AKAMAI TECHNOLOGIES, INC.

By: /s/ Paul Sagan

Paul Sagan, President and CEO

**AKAMAI TECHNOLOGIES, INC.**  
**SPEEDERA NETWORKS, INC.**  
**UNAUDITED PRO FORMA**  
**COMBINED CONDENSED FINANCIAL STATEMENTS**

On June 10, 2005, Akamai Technologies, Inc. (the "Company" or "Akamai") acquired privately-held Speedera Networks, Inc. ("Speedera"). The Company acquired all of the outstanding common and preferred stock, including vested and unvested stock options, of Speedera in exchange for approximately 10.6 million shares of Akamai common stock and 1.7 million Akamai stock options. The aggregate purchase price, net of cash received, was approximately \$142.2 million, which consisted of \$121.5 million in shares of common stock, \$18.2 million in fair value of the Company's stock options and transaction costs of \$2.5 million, which primarily consisted of fees for financial advisory and legal services.

The unaudited combined condensed pro forma statement of operations for the year ended December 31, 2005, was prepared as if the acquisition of Speedera had occurred on January 1, 2005.

The unaudited pro forma adjustments are based upon available information and assumptions that Akamai believes are reasonable. The unaudited pro forma combined condensed consolidated financial statements and related notes thereto should be read in conjunction with Akamai's historical consolidated financial statements as previously filed on Akamai's Annual Report on Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission (the "Commission") on March 16, 2006. In addition, this unaudited combined condensed pro forma information should be read in conjunction with the historical condensed consolidated financial statements of Speedera included within this Amendment to Current Report on Form 8-K/A. The historical income statement of Speedera for the twelve months ended December 31, 2005 represents the results of operation from January 1, 2005 to June 10, 2005. Activity associated with Speedera subsequent to June 10, 2005 is included as part of Akamai's results of operations.

These unaudited combined condensed pro forma financial statements are prepared for informational purposes only and are not necessarily indicative of future results or of actual results that would have been achieved had the acquisition of Speedera been consummated as of January 1, 2005. The pro forma financial statements do not give effect to any cost savings or incremental costs that may result from the integration of Akamai and Speedera.

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**AKAMAI TECHNOLOGIES, INC.**  
**PRO FORMA COMBINED CONDENSED STATEMENT OF OPERATIONS**  
**YEAR ENDED DECEMBER 31, 2005**  
**(UNAUDITED)**  
(in thousands, except per share data)

	<u>AKAMAI</u>	<u>SPEEDERA</u>	<u>PRO FORMA ADJUSTMENTS</u>	<u>AKAMAI PRO FORMA COMBINED</u>
<b>Revenues:</b>				
Services	\$ 281,468	\$ 19,105	\$ —	\$ 300,573
Software and software-related	1,647	—	—	1,647
Total revenues	<u>283,115</u>	<u>19,105</u>	<u>—</u>	<u>302,220</u>
<b>Cost and operating expenses:</b>				
Cost of revenues	55,655	6,560	(249)D	61,966
Research and development	18,071	768	648 E,G	19,487
Sales and marketing	77,876	3,926	383 E	82,185
General and administrative	53,014	9,310	749 D,E,F	63,073
Amortization of other intangible assets	5,124	—	4,060 B	9,184
Total cost and operating expenses	<u>209,740</u>	<u>20,564</u>	<u>5,591</u>	<u>235,895</u>
Income (loss) from operations	73,375	(1,459)	(5,591)	66,325
Interest income	4,263	22	—	4,285
Interest expense	(5,330)	(251)	233 C	(5,348)
Other (expense) income, net	(507)	—	—	(507)
(Loss) gain on investments, net	(27)	—	—	(27)
Loss on early extinguishment of debt	(1,370)	—	—	(1,370)
Income (loss) before provision for income taxes	70,404	(1,688)	(5,358)	63,358
(Benefit) provision for income taxes	(257,594)	—	160 A	(257,434)
Net income (loss)	<u>\$ 327,998</u>	<u>\$ (1,688)</u>	<u>\$ (5,518)</u>	<u>\$ 320,792</u>
<b>Net income per share:</b>				
Basic	\$ 2.41			\$ 2.19
Diluted	\$ 2.11			\$ 1.94
<b>Shares used in per share calculations:</b>				
Basic	136,167			146,171
Diluted	156,944			166,948

*See accompanying notes to the unaudited pro forma combined condensed financial statements.*

## Note 1 – Basis of Presentation

The unaudited pro forma combined condensed statement of operations for the year ended December 31, 2005 gives effect to the acquisition of Speedera by Akamai as if the acquisition had occurred on January 1, 2005. The historic income statement of Speedera for the twelve months ended December 31, 2005 represents the results of operation from January 1, 2005 to June 10, 2005.

The unaudited combined condensed pro forma financial information has been prepared on the same basis as Akamai's audited financial statements. The acquisition was accounted for using the purchase method of accounting and, accordingly, the respective assets acquired and liabilities assumed have been recorded at their fair value and consolidated into the net assets of Akamai.

## Note 2 – Pro Forma Adjustments

The pro forma adjustments have not been adjusted to eliminate \$5.0 million of transaction costs incurred by Speedera which is directly attributable to the business combination. Adjustments have been made to the unaudited pro forma combined financial information to reflect the following:

- (A) Income taxes based on statutory rates applied to the net effect of changes in the results of operations.
- (B) Amortization expense related to identified intangible assets acquired. The Company recorded the estimate of fair value for intangible assets, determined at the time of acquisition, of \$43.2 million. The following are identified intangible assets acquired and the respective estimated useful lives over which the assets will be amortized:

	<u>Amount</u> (In thousands)	<u>Amortization Period</u> (In years)
Completed technologies	\$ 1,000	1-4
Customer relationships	40,900	8
Non-compete agreements	1,300	3
Total	<u>\$ 43,200</u>	

The completed technologies and the non-compete agreements will be amortized on a straight-line basis over their expected useful lives. The customer relationships will be amortized at the ratio that current revenues generated from those customer relationships bear to the total estimated revenues to be generated from those relationships from the date of acquisition. Annual amortization expense from the customer relationships is expected to be \$7.7 million, \$7.1 million, \$5.3 million, \$4.5 million and \$3.7 million for 2006, 2007, 2008, 2009 and 2010, respectively.

- (C) Reduction in interest expense associated with Speedera's notes payable during the pro forma periods presented that was repaid at the time of acquisition, which is directly attributable to the business combination.
  - (D) Depreciation expense for acquired fixed assets based on the estimate of fair values determined at the time of acquisition. Depreciation expense is calculated on straight-line basis over estimated useful lives of 12 to 48 months.
  - (E) Deferred compensation expense related to options issued in the acquisition which had been earned over the period presented in the statement of operations included in the unaudited pro forma combined condensed financial statements.
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(F) Non-income tax expense, including property taxes and sales taxes, to conform with Akamai's policy on non-income tax reserves and accruals.

(G) Elimination of the impact of Speedera's internal use capitalized software costs.

### Note 3 – Net Income per Share

Pro forma basic net income per share is computed using the weighted average number of common shares outstanding during the applicable quarter and assumes that common shares for the business combination were issued at the beginning of the period presented. Pro forma diluted net income per share is computed using the weighted average number of common shares outstanding during the year, assuming that common shares for the business combination were issued at the beginning of the period presented, plus the dilutive effect of potential common stock. Potential common stock consists of stock options, deferred stock units, unvested restricted common stock and convertible notes.

The following table sets forth the components used in the computation of pro forma basic and diluted net income per common share (in thousands, except per share data):

	For the Year Ended December 31, 2005
<b>Numerator:</b>	
Pro forma net income	\$ 320,792
Add back of interest expense on 1% convertible senior notes	2,841
Numerator for pro forma diluted net income	<u>\$ 323,633</u>
<b>Denominator:</b>	
Denominator for basic net income per common share	136,167
Eliminate impact of weighted shares issued for business combination recorded in historical results	(585)
Pro forma shares issued for the business combination	10,589
Denominator for pro forma basic net income per common share	<u>146,171</u>
Effect of dilutive securities:	
Stock options	7,691
Restricted common stock and deferred stock units	141
1% convertible senior notes	12,945
Denominator for pro forma diluted net income per common share	<u>166,948</u>
Pro forma basic net income per common share	\$ 2.19
Pro forma diluted net income per common share	\$ 1.94