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

FORM 8-K

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

Date of report: March 13, 2007
(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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ITEM 8.01 OTHER EVENTS

On February 2, 2007, Akamai Technologies, Inc., a Delaware corporation (“Akamai” or the “Registrant”), entered into an Agreement and Plan of Merger (the “Merger Agreement”), by and among Akamai, Lode Star Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Akamai (the “Merger Sub”), Netli, Inc., a Delaware corporation (“Netli”), the Non-competition Parties named therein and the Principal Stockholders named therein. A copy of the press release announcing completion of the acquisition is filed with this Current Report on Form 8-K as Exhibit 99.1.

The acquisition contemplated by the Merger Agreement closed on March 13, 2007. Upon closing, Netli, a provider of services for the delivery of applications and content over the Internet, became a wholly-owned subsidiary of Akamai. Shares of Netli capital stock issued and outstanding immediately prior to the closing were canceled and converted into the right to receive shares of Akamai common stock. Each outstanding option to purchase shares of Netli capital stock was assumed by Akamai and converted into an option to purchase shares of Akamai common stock.

Under the terms of the Merger Agreement, Akamai issued approximately 2.8 million shares of its common stock to the holders of Netli capital stock and assumed Netli’s outstanding options, which became options to purchase approximately 400,000 shares of Akamai common stock. Approximately 1.1 million of the shares issued at closing were placed in escrow primarily to secure the indemnification obligations of Netli’s former stockholders. The Akamai securities were issued without registration under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to the exemptions set forth in Section 4(2) of the Securities Act and Rule 506 of Regulation D. Under the terms of the Merger Agreement, Akamai has agreed to register with the Securities and Exchange Commission the shares of its common stock issued to former Netli stockholders in the merger. The terms of the issuance of Akamai securities are more fully described in Item 5 of Part II of the Registrant’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2007.

The terms of the Merger Agreement were determined on the basis of arms-length negotiations. Prior to the execution of the Merger Agreement, none of Akamai, any of its affiliates, any director or officer of Akamai or any associate of any such director or officer, had any material relationship with Netli.

(c) Exhibits.

99.1 Press Release dated March 14, 2007

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: March 19, 2007

AKAMAI TECHNOLOGIES, INC.

By: /s/ Melanie Haratunian

Melanie Haratunian

Vice President and General Counsel

EXHIBIT INDEX

99.1 Press Release dated March 14, 2007

FOR IMMEDIATE RELEASE

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Akamai Completes Acquisition of Netli

CAMBRIDGE, MA — March 14, 2007 — Akamai Technologies, Inc. (NASDAQ: AKAM) today announced it has completed its acquisition of Netli, Inc., a privately held company based in Mountain View, California. Akamai announced a definitive agreement on February 5, 2007 to acquire Netli in a merger transaction.

Akamai acquired Netli in an effort to enhance its application acceleration solutions, which are designed to improve the performance of Web- and other Internet-based applications. By combining Netli's high performance communications protocol with Akamai's worldwide network of servers and unique capabilities to route Internet traffic around points of congestion, Akamai expects to offer businesses the most effective managed services for accelerating online applications.

"We believe the majority of today's successful enterprises doing business online require both content and application acceleration," said Paul Sagan, president and CEO of Akamai. "With our acquisition of Netli now complete, we are excited to add more value to our portfolio of managed services. Netli has developed important technology and operational expertise in the area of application acceleration, and by combining our efforts we expect to offer a compelling and comprehensive set of solutions."

Under terms of the agreement, Akamai acquired all of the outstanding equity of Netli by issuing approximately 3.2 million shares of Akamai common stock in a private placement. The merger transaction will be accounted for by Akamai under the purchase method of accounting.

Akamai expects to provide an update on its integration plans for Netli during Akamai's next quarterly investor call.

About Akamai

Akamai® is the leading global service provider for accelerating content and business processes online. Thousands of organizations have formed trusted relationships with Akamai, improving their revenue and reducing costs by maximizing the performance of their online businesses. Leveraging the Akamai EdgePlatform, these organizations gain business advantage today, and have the foundation for the emerging Web solutions of tomorrow. Akamai is "*The Trusted Choice for Online Business.*" For more information, visit www.akamai.com.

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The release contains information about future expectations, plans and prospects of Akamai's management that constitute forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995, including statements regarding the expected benefits of the acquisition of Netli and Akamai's expected timing for an integration update. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors including, but not limited to, expectations regarding the performance of the combined business, difficulty in integrating Netli's operations with Akamai's, failure of Akamai's network infrastructure, continuing market acceptance of our services and those provided by Netli and other factors that are discussed in the Company's Annual Report on Form 10-K, quarterly reports on Form 10-Q, and other documents periodically filed with the SEC.