SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL
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Stater		te of Event Requirement (Month/Day 1/2021		3. Issuer Name and Ticker or Trading Symbol <u>AKAMAI TECHNOLOGIES INC</u> [AKAM]				
(Last) (First) (Middle) C/O AKAMAI TECHNOLOGIES, INC. 145 BROADWAY (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)				4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) EVP - Global Sales			5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	
	I	Table I - N	Non-Deri	vative Securities Beneficially Ov	vned			
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership F Direct (D) or Inc (I) (Instr. 5)			
Common Stock				28,652	D			
				tive Securities Beneficially Own grants, options, convertible sec				
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	(I) (Instr. 5)	
Performance Restricted Stock Units ⁽¹⁾		(2)	03/04/2023	3 Common Stock	4,430	0.0	D	
Performance Restricted Stock Units ⁽¹⁾		(3)	03/02/2022	2 Common Stock	3,938	0.0	D	
Restricted Stock Units ⁽¹⁾		(4)	11/01/2021	Common Stock	1,391	0.0	D	
Restricted Stock Units ⁽¹⁾		03/06/2021	03/07/2021	Common Stock	599	0.0	D	
Restricted Stock Units ⁽¹⁾		(5)	03/04/2023	3 Common Stock	4,430	0.0	D	
Restricted Stock Units ⁽¹⁾		(5)	03/02/2022	2 Common Stock	3,938	0.0	D	
TSR Restricted Stock Units ⁽¹⁾		(6)	03/04/2023	3 Common Stock	2,215	0.0	D	
TSR Restricted Stock Units ⁽¹⁾		(7)	03/01/2022	2 Common Stock	1,969	0.0	D	

Explanation of Responses:

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

2. Vesting of such RSUs is dependent on Akamai's achievement of a specified financial performance targets for each of 2020, 2021 and 2022. To the extent such targets are met, the RSUs will vest on the date the company's financial results for 2022 are certified.

3. Vesting of such RSUs is dependent on Akamai's achievement of a specified financial performance targets for each of 2019, 2020 and 2021. To the extent such targets are met, the RSUs will vest on the date the company's financial results for 2021 are certified. Amount reported is maximum issuable.

4. RSUs vest over three years as follows: 1/3 on the first anniversary of the date of grant with the remaining 2/3 vesting in equal installments of 8-1/3% each quarter thereafter.

5. RSUs vest over three years in equal installments on the first, second and third anniversaries of the grant date.

6. Vesting of such RSUs is dependent on the relative cumulative total shareholder return of Akama's common stock as compared to the S&P 500 Information Technology Index for 2020, 2021 and 2022. 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 2022 are certified. Amount reported is maximum issuable.

7. Vesting of such RSUs is dependent on the relative cumulative total shareholder return of Akama's compared to the S&P 500 Information Technology Index for 2019, 2020 and 2021. 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 2022 are certified. Amount reported is maximum issuable.

Remarks:

/s/ Shaan K. Majmudar, as power of 03/02/2021

** 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 5 (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.

EOR SECTION 16 REPORTING OBLIGATIONS LIMITED POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of James Hammons, Shaan Majmudar and Mary Buttarazzi, 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 do or cause to be done by virtue of this power of attorney-in-fact's substitute or substitutes, shall lawfully undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request 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 assuming nor relieving, any of the undersigned's responsibility to comply with Section 16 of the Exchange Act. (ii) any liability for the undersigned for any failure to comply with such requirement of the Exchange Act. (ii) any liability of the undersigned for any failure to comply with such 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 any failure to comply with such requirements, or (iii) any obligation or 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.

PcJ

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this $12 \text{ day of } E \in \mathcal{O}_{2}$, 2021.

Jawel Jereph

Paul Joseph Print Name