

**UNITED STATES
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 No.)

**145 Broadway
Cambridge, MA**

(Address of Principal Executive Offices)

02142

(Zip Code)

Akamai Technologies, Inc. Second Amended and Restated 2013 Stock Incentive Plan
(Full Title of the Plan)

Aaron S. Ahola, Esq.

Executive Vice President, General Counsel and Corporate Secretary

Akamai Technologies, Inc.

145 Broadway

Cambridge, Massachusetts 02142

(Name and Address of Agent For Service)

617-444-3000

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 2,000,000 shares of the Registrant's common stock, \$0.01 par value per share, to be issued under the Registrant's Second Amended and Restated 2013 Stock Incentive Plan (the "2013 Plan"). In accordance with General Instruction E to Form S-8, except for Item 8 "Exhibits," this Registration Statement incorporates by reference the contents of the Registration Statements on Form S-8, File Nos. [333-188989](#), [333-204208](#), [333-218537](#), [333-231704](#) and [333-258583](#) filed with the Securities and Exchange Commission on May 31, 2013, May 15, 2015, June 6, 2017, May 23, 2019 and August 6, 2021, respectively, relating to the 2013 Plan.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference in this registration statement:

<u>Number</u>	<u>Description</u>
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant, as amended
4.2(2)	Amended and Restated By-laws of the Registrant, as amended
5.1	Opinion of Goodwin Procter LLP, counsel to the Registrant
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1(3)	Akamai Technologies, Inc. Second Amended and Restated 2013 Stock Incentive Plan
107	Filing Fee Table

(1) Incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 000-27275, 18884226) filed with the Securities and Exchange Commission on June 6, 2018.

(2) Incorporated by reference to the Registrant's Annual Report on Form 10-K (File No. 000-27275, 20670264) filed with the Securities and Exchange Commission on February 28, 2020.

(3) Incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 000-27275, 22922830) filed with the Securities and Exchange Commission on May 13, 2022.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 this 9th day of August, 2022.

AKAMAI TECHNOLOGIES, INC.

By: /s/ Aaron S. Ahola

Aaron S. Ahola

Executive Vice President, General Counsel and Corporate
Secretary

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Akamai Technologies, Inc., hereby severally constitute and appoint F. Thomson Leighton, Edward McGowan and Aaron Ahola, and each of them singly, our true and lawful attorneys with full power to them, and each of them 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 on our behalf in our capacities as officers and directors to enable Akamai Technologies, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ F. Thomson Leighton</u> F. Thomson Leighton	President, Chief Executive Officer and Director (Principal Executive Officer)	August 9, 2022
<u>/s/ Edward McGowan</u> Edward McGowan	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	August 9, 2022
<u>/s/ Laura Howell</u> Laura Howell	Chief Accounting Officer (Principal Accounting Officer)	August 9, 2022
<u>/s/ Sharon Y. Bowen</u> Sharon Y. Bowen	Director	August 9, 2022
<u>/s/ Marianne C. Brown</u> Marianne C. Brown	Director	August 9, 2022
<u>/s/ Monte E. Ford</u> Monte E. Ford	Director	August 9, 2022
<u>/s/ Daniel R. Hesse</u> Daniel R. Hesse	Director	August 9, 2022
<u>/s/ Peter T. Killalea</u> Peter T. Killalea	Director	August 9, 2022
<u>/s/ Jonathan F. Miller</u> Jonathan F. Miller	Director	August 9, 2022
<u>/s/ Madhu Ranganathan</u> Madhu Ranganathan	Director	August 9, 2022
<u>/s/ Bernardus Verwaayen</u> Bernardus Verwaayen	Director	August 9, 2022
<u>/s/ William R. Wagner</u> William R. Wagner	Director	August 9, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Akamai Technologies, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Rule 457(c) and Rule 457(h)	2,000,000 (3)	\$95.42	\$190,840,000	0.0000927	\$17,690.87
Total Offering Amounts					\$190,840,000		\$17,690.87
Total Fee Offsets							\$0
Net Fee Due							\$17,690.87

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on the average of the high and low sales prices of the registrant’s common stock, as quoted on the Nasdaq Global Select Market, on August 2, 2022, which is a date within five business days prior to the filing of this registration statement.
- (3) Represents 2,000,000 shares of common stock that were added to the shares authorized for issuance under the Second Amended and Restated 2013 Stock Incentive Plan.

August 9, 2022

Akamai Technologies, Inc.
145 Broadway
Cambridge, MA 02142

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 2,000,000 shares (the "Shares") of common stock, \$0.01 par value per share ("Common Stock"), of Akamai Technologies, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's Second Amended and Restated 2013 Stock Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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 thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP
GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Akamai Technologies, Inc. of our report dated February 28, 2022 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Akamai Technologies, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
August 9, 2022