

**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	04-3432319
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
145 Broadway Cambridge, MA	02142
(Address of Principal Executive Offices)	(Zip Code)

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

Aaron Ahola, Esq.
Executive Vice President and General Counsel
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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share	3,000,000 shares (2)	\$118.615 (3)	\$355,845,000 (3)	\$38,823

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 3,000,000 shares issuable under the Akamai Technologies, Inc. Amended and Restated Stock Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on August 2, 2021.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 3,000,000 shares of the Registrant's common stock, \$0.01 par value per share, to be issued under the Registrant's 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](#) and [333-231704](#) filed with the Securities and Exchange Commission on May 31, 2013, May 15, 2015, June 6, 2017 and May 23, 2019, respectively, relating to the 2013 Plan.

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

<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 Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant Consent of Wilmer Cutler Pickering Hale and Dorr LLP(included in Exhibit 5.1)
23.1	
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. Amended and Restated 2013 Stock Incentive Plan

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- (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, 21999675) filed with the Securities and Exchange Commission on June 7, 2021.

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 6th day of August, 2021.

AKAMAI TECHNOLOGIES, INC.

By: /s/ Aaron Ahola
Aaron Ahola
Executive Vice President, General Counsel and
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 and Chief Executive Officer, Director (Principal executive officer)	August 6, 2021
<u>/s/ Edward McGowan</u> Edward McGowan	Chief Financial Officer (Principal financial officer)	August 6, 2021
<u>/s/ Laura Howell</u> Laura Howell	Chief Accounting Officer (Principal accounting officer)	August 6, 2021
<u>/s/ Sharon Bowen</u> Sharon Bowen	Director	August 6, 2021
<u>/s/ Marianne Brown</u> Marianne Brown	Director	August 6, 2021
<u>/s/ Monte Ford</u> Monte Ford	Director	August 6, 2021
<u>/s/ Jill Greenthal</u> Jill Greenthal	Director	August 6, 2021
<u>/s/ Daniel Hesse</u> Daniel Hesse	Director	August 6, 2021
<u>/s/ Peter Thomas Killalea</u> Peter Thomas Killalea	Director	August 6, 2021
<u>/s/ Jonathan Miller</u> Jonathan Miller	Director	August 6, 2021
<u>/s/ Madhu Ranganathan</u> Madhu Ranganathan	Director	August 6, 2021
<u>/s/ Bernardus Verwaayen</u> Bernardus Verwaayen	Director	August 6, 2021
<u>/s/ William Wagner</u> William Wagner	Director	August 6, 2021

WilmerHale

August 6, 2021

Akamai Technologies, Inc.
145 Broadway
Cambridge, Massachusetts 02142

Re:1. Akamai Technologies, Inc. Amended and Restated 2013 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 3,000,000 shares of common stock, \$0.01 par value per share (the "Shares"), of Akamai Technologies, Inc., a Delaware corporation (the "Company"), issuable under the Company's Amended and Restated 2013 Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and By-laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby 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 of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Susan W. Murley

Susan W. Murley, a Partner

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 26, 2021 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, 2020.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
August 6, 2021