

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.)

**500 Technology Square
Cambridge, Massachusetts 02139
(617) 444-3000**
(Address Including Zip Code and Telephone Number, Including
Area Code of Principal Executive Offices)

1999 Employee Stock Purchase Plan
(Full Title of the Plan)

KATHRYN JORDEN MEYER
Vice President and General Counsel
500 Technology Square
Cambridge, Massachusetts 02139
(617) 444-3000
(Name, Address, Including Zip Code, and Telephone Number, Including
Area Code, of Agent for Service)

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	16,900,000 shares	\$0.86(2)	\$14,534,000(2)	\$1,338

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover 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) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq National Market on June 26, 2002.

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SIGNATURES

[Ex-5.1 Opinion of Hale & Dorr LLP](#)

[Ex-23.2 Consent of PricewaterhouseCoopers LLP](#)

STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statements on Form S-8, File No. 333-89889 and File No. 333-62072, relating to our 1999 Employee Stock Purchase Plan.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 28th day of June, 2002.

AKAMAI TECHNOLOGIES, INC.

By: /s/ Kathryn Jordan Meyer

Kathryn Jordan Meyer
Vice President and General Counsel

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Akamai Technologies, Inc., hereby severally constitute and appoint George H. Conrades, Paul Sagan and Kathryn Jordan Meyer, 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/ George H. Conrades</u> George H. Conrades	Chairman of the Board and Chief Executive Officer (Principal executive officer)	June 28, 2002
<u>/s/ Timothy Weller</u> Timothy Weller	Chief Financial Officer and Treasurer (Principal financial and accounting officer)	June 28, 2002
<u>/s/ Martin M. Coyne II</u> Martin M. Coyne II	Director	June 28, 2002
<u>/s/ Ronald Graham</u> Ronald Graham	Director	June 28, 2002
<u>/s/ William Halter</u> William Halter	Director	June 28, 2002
<u>/s/ F. Thomson Leighton</u> F. Thomson Leighton	Director	June 28, 2002
<u>/s/ Frederic V. Salerno</u> Frederic V. Salerno	Director	June 28, 2002
<u>/s/ Naomi Seligman</u> Naomi Seligman	Director	June 28, 2002

INDEX TO EXHIBITS

Number	Description
4.1(1)	Certificate of Incorporation of the Registrant, as amended
4.2(2)	By-Laws of the Registrant, as amended
4.3(2)	Specimen Certificate of Common Stock of the Registrant
5.1	Opinion of Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Hale and Dorr 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)

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- (1) Previously filed with the Securities and Exchange Commission as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2000 and incorporated herein by reference.
 - (2) Previously filed with the Securities and Exchange Commission as an exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-85679), and incorporated herein by reference.

[HALE AND DORR LLP LETTERHEAD]

June 28, 2002

Akamai Technologies, Inc.
500 Technology Square
Cambridge, MA 02139

Re: 1999 Employee Stock Purchase 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 16,900,000 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 1999 Employee Stock Purchase 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 Securities and Exchange 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,

/s/ Hale and Dorr LLP

HALE AND DORR LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated January 18, 2002 relating to the consolidated financial statements and financial statement schedules of Akamai Technologies, Inc., which appear in Akamai Technologies, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
June 28, 2002

