

**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.)**8 Cambridge Center
Cambridge, Massachusetts 02142
(617) 444-3000**
(Address Including Zip Code and Telephone Number, Including
Area Code of Principal Executive Offices)**Second Amended and Restated 1998 Stock Incentive Plan**
(Full Title of the Plan)**MELANIE HARATUNIAN
Vice President and General Counsel
8 Cambridge Center
Cambridge, Massachusetts 02142
(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	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share	7,000,000 shares (1)	\$15.38 (2)	\$107,660,000 (2)	\$13,640.52

- (1) Consists of 7,000,000 shares issuable under the Second Amended and Restated 1998 Stock Incentive Plan, as amended.
- (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 10, 2004.

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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 Nos. 333-89887, 333-37810 and 333-62072 relating to our Second Amended and Restated 1998 Stock Incentive 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 11th day of June, 2004.

AKAMAI TECHNOLOGIES, INC.

By: /s/ Melanie Haratunian
Melanie Haratunian
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 Melanie Haratunian, 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 11, 2004
<u>/s/ Robert Cobuzzi</u> Robert Cobuzzi	Chief Financial Officer and Treasurer (Principal financial and accounting officer)	June 11, 2004
<u>/s/ Martin M. Coyne II</u> Martin M. Coyne II	Director	June 11, 2004
<u>/s/ C. Kim Goodwin</u> C. Kim Goodwin	Director	June 11, 2004
<u>/s/ Ronald L. Graham</u> Ronald L. Graham	Director	June 11, 2004
<u>/s/ William A. Halter</u> William A. Halter	Director	June 11, 2004
<u>/s/ Peter J. Kight</u> Peter J. Kight	Director	June 11, 2004
<u> </u> F. Thomson Leighton	Director	
<u> </u> Frederic V. Salerno	Director	
<u>/s/ Naomi O. Seligman</u> Naomi O. Seligman	Director	June 11, 2004

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
***4.1	Specimen common stock certificate
*4.2	Indenture, dated as of December 12, 2003 by and between the Registrant and U.S. Bank National Association
***4.3	Indenture, dated as of June 20, 2000, by and between the Registrant and State Street Bank and Trust Company
*4.4	Registration Rights Agreement, dated as of December 12, 2003, by and between the Registrant and Credit Suisse First Boston LLC
**4.5	Fourth Amended and Restated Registration Rights Agreement dated September 20, 1999
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24.1	Power of attorney (included on the signature page of this Registration Statement)
*	Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "Commission") on December 16, 2003.
**	Incorporated by reference to the Registrant's Form S-1, as amended, filed with the Commission on September 27, 1999.
***	Incorporated by reference to the Registrant's Form S-1, as amended, filed with the Securities and Exchange Commission on October 13, 1999.
****	Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Commission on June 27, 2000.

Wilmer Cutler Pickering
Hale and Dorr LLP
60 State Street
Boston, MA 02109

June 11, 2004

Akamai Technologies, Inc.
8 Cambridge Center
Cambridge, Massachusetts 02142

Ladies and Gentlemen :

Re: Second Amended and Restated 1998 Stock Incentive Plan, as amended

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 7,000,000 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 Second Amended and Restated 1998 Stock Incentive Plan, as amended (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 Murley

Susan 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 our report dated January 29, 2004, except for Note 21, as to which the date is February 19, 2004 relating to the consolidated financial statements, which appears in Akamai Technologies, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2003. We also consent to the incorporation by reference of our report dated January 29, 2004 relating to the financial statement schedules, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
June 14, 2004