

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report: January 4, 2005
(Date of earliest event reported)

AKAMAI TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-27275
(Commission File Number)

04-3432319
(IRS Employer Identification No.)

8 Cambridge Center, Cambridge, Massachusetts 02142
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (617) 444-3000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into Material Definitive Agreement

On January 4, 2005, Akamai Technologies, Inc. ("Akamai") entered into an employment agreement (the "Agreement") with Paul Sagan who will become its President and Chief Executive Officer effective as of April 1, 2005 (see Item 5.02 below). Under the Agreement, Mr. Sagan is entitled to an annual salary of \$400,000 effective as of January 4, 2005 and is to receive a grant of options to purchase 250,000 shares of Akamai common stock at an exercise price equal to the fair market value of Akamai's common stock on January 4, 2005. The options vest according to the following schedule: 25% on January 4, 2006 with the remaining 75% vesting in equal installments of 6.25% each quarter thereafter. If the Akamai Board of Directors approves a senior executive bonus plan for fiscal year 2005, Mr. Sagan will be eligible for an annual incentive bonus award of up to 100% of his annualized base salary based on achievement of specified individual and corporate performance goals. Mr. Sagan will also be eligible to participate in any long-term incentive plan for senior executives that the Akamai Board of Directors may adopt in 2005. If such a plan is not adopted, or if it does not include the Chief Executive Officer, then the Compensation Committee of the Akamai Board of Directors will consider an additional stock option grant to Mr. Sagan of an additional 250,000 shares of Akamai common stock at a purchase price equal to the fair market value on the date of such grant. If Mr. Sagan terminates his employment under certain circumstances following a change in control of Akamai, vesting of a portion of his options shall accelerate and he shall be entitled to lump sum cash payments equal to: two (2) years of his then-current base salary and an award equal to two (2) times his then-applicable annual incentive bonus at target (defined as fifty percent (50%) of his then-current annual base salary). If Mr. Sagan is involuntarily terminated for any reason other than cause, he shall be entitled to lump sum cash payments equal to: one year of his then-current base salary; an amount equal to 12 times the monthly premium for continued health and dental insurance coverage paid by Akamai on his behalf in the month preceding termination; and an award of his then-applicable annual incentive bonus at target. In addition, if Mr. Sagan is involuntarily terminated in 2005 for any reason other than cause, Akamai will accelerate the number of shares which will be deemed vested as though the grant date of his options was the date eighteen (18) months prior to the grant date; if he is so terminated in 2006, Akamai will accelerate the number of shares which will be deemed vested as though the grant date of his options was the date twelve (12) months prior to the Grant Date; and if he is so terminated in 2007, Akamai will accelerate the number of shares which will be deemed vested as though the grant date of his options was the date six (6) months prior to the grant date.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

Akamai announced today that George H. Conrades, its Chairman and Chief Executive Officer, has resigned as Chief Executive Officer of Akamai effective as of April 1, 2005 and will become the Executive Chairman of the Akamai Board of Directors on that date. In addition, the Board of Directors voted to elect Paul Sagan, currently President of Akamai, to succeed Mr. Conrades as Chief Executive Officer effective on April 1, 2005. Mr. Sagan will retain the title of President.

The Akamai Board of Directors also voted today, January 4, 2005, to increase the size of Akamai's Board of Directors to 10 persons and elected Mr. Sagan to fill the vacancy created thereby.

Item 8.01 Other Events

On January 4, 2005, Akamai issued a press release announcing the appointments of George H. Conrades as its Executive Chairman and Paul Sagan as its Chief Executive Officer effective on April 1, 2005.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 4, 2005

AKAMAI TECHNOLOGIES, INC.

By: /s/ Melanie Haratunian
Melanie Haratunian, Vice
President and General Counsel

EXHIBIT INDEX

Exhibit No.
99.1

Description
Press release dated January 4, 2005

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AKAMAI ANNOUNCES EXECUTIVE SUCCESSION EFFECTIVE APRIL 1, 2005

- *Paul Sagan to become President & Chief Executive Officer*
- *George H. Conrades to become Executive Chairman*

CAMBRIDGE, MA, January 4, 2005 – Akamai Technologies, Inc. (NASDAQ: AKAM) today announced that George Conrades, 65, will become Executive Chairman of Akamai, effective April 1, 2005, the sixth anniversary of his tenure as Chairman and Chief Executive Officer. The Akamai Board of Directors has elected Paul Sagan, 45, currently President of Akamai, to succeed Conrades as CEO. Sagan, who will continue to hold the title of President, also was elected to the Company's Board of Directors, which has been expanded to 10 members.

"We've made significant progress since our founding in 1998, developing unique technology and a global infrastructure, and then reaching profitability and positive cash flow," said Conrades. "I'm very proud of what we've accomplished, and I'm even more excited about the opportunities ahead. We've built an enviable customer base, developed an industry-leading platform for the delivery of content and applications, and attracted the best and the brightest employees from around the world."

Conrades continued, "This is the right time to transition to the next generation of Akamai leadership. We have a great management team in place, and I join in the Board's unanimous support and confidence in Paul's ability to continue driving Akamai's growth. As my partner over the last six years, Paul has made many critical contributions to Akamai's success. The Company is extremely fortunate to have such an outstanding executive who has earned the respect of Akamai's customers, employees, and shareholders."

Conrades' tenure at Akamai is notable for the Company's emergence as a pioneer in the development of the Internet as a crucial medium for conducting business. Joining Akamai in 1999, Conrades' executive management experience and leadership have been instrumental to the commercial success of Akamai's content delivery service. Conrades spearheaded Akamai's rapid rise as the market leader in content and application delivery, taking the Company public in October of 1999. Since then, Conrades has managed Akamai's growth, navigating the Company through a market recession in 2001 and 2002, and building Akamai's customer base to over 1,200 enterprises and government agencies.

"Under George's leadership, Akamai successfully leveraged its industry-leading technology to revolutionize how companies utilize the Internet for competitive advantage," said Martin Coyne II, Lead Director of the Akamai Board. "This transition is a natural and long-planned evolution of management responsibility by the Board. Our objective is to have the best possible leadership team in place for continued growth while providing certainty about Akamai's succession plan for the years ahead. We are delighted that George will continue in an active role as Executive Chairman supporting Paul and his seasoned team in the execution of the company's business plan."

As a senior executive since Akamai's founding, first as Chief Operating Officer in 1998 and then as President beginning in 1999, Sagan has been a member of the executive team for the company's entire history. In these roles, he helped chart the course for many of Akamai's strategic accomplishments. Most recently, he was responsible for the development of Akamai's multi-year business strategy and plan.

Prior to joining Akamai, Sagan was Senior Advisor to the World Economic Forum, consulting to the Geneva-based organization on information technologies issues. He has also held executive management positions as President and Editor of Time Inc. New Media, and Senior Vice President of Time Warner Cable Programming. Sagan was a co-founder of Road Runner, the first cable modem service, and Pathfinder, one of the first Web properties that pioneered Internet advertising. He is a three-time Emmy Award winner for broadcast journalism.

About Akamai

Akamai® is the global leader in distributed computing solutions and services, making the Internet predictable, scalable, and secure for conducting profitable e-business. The Akamai on demand platform enables customers to easily extend their Web operations – with full control – anywhere, anytime, without the cost of building out infrastructure. Headquartered in Cambridge, Massachusetts, Akamai serves hundreds of today's most successful enterprises and government agencies around the globe. Akamai is *The Business Internet*. For more information, visit www.akamai.com.

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