

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 7, 2004

(Date of earliest event reported)

AKAMAI TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

0-27275

04-3432319

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(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

Item 5. Other Events

Akamai Technologies, Inc. announced on January 7, 2004 that the initial purchaser of \$175.0 million in principal amount of our 1.0% Convertible Senior Notes due December 15, 2033, which we refer to as the 1.0% Senior Notes, has exercised its option to purchase an additional \$25.0 million in principal amount of the 1.0% Senior Notes. A copy of the press release announcing the exercise of the option is attached to this Current Report on Form 8-K as Exhibit 99.1.

In addition, we announced on January 8, 2004 that we have repurchased, in several individually negotiated transactions, an aggregate of \$99.0 million in principal amount of our 5 1/2% Convertible Subordinated Notes due 2007 for a total of \$98.9 million in cash. A copy of the press release announcing the repurchases is attached to this Current Report on Form 8-K as Exhibit 99.2.

Item 7. Exhibits

See Exhibit Index following the Signature Page of this Current Report on Form 8-K.

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 8, 2004

AKAMAI TECHNOLOGIES, INC

By: /s/ Robert Cobuzzi

Robert Cobuzzi, Chief Financial Officer

EXHIBIT INDEX

- 99.1 Press Release dated January 7, 2004
- 99.2 Press Release dated January 8, 2004

FOR IMMEDIATE RELEASE**Contacts:**

Jeff Young
Media Relations
Akamai Technologies
617-444-3913
jyoung@akamai.com

—or—

Sandy Smith
Investor Relations
Akamai Technologies
617-444-2804
ssmith@akamai.com

**AKAMAI ANNOUNCES EXERCISE OF OPTION TO PURCHASE AN ADDITIONAL \$25
MILLION OF 1.0% SENIOR CONVERTIBLE NOTES**

CAMBRIDGE, MA, January 7, 2004 — Akamai Technologies, Inc. (NASDAQ: AKAM) today announced that the initial purchaser of its \$175 million in principal amount of 1.0% Senior Convertible Notes due December 15, 2033 has exercised its option to purchase an additional \$25 million aggregate principal amount of the convertible notes. The Company expects the closing of the sale of the additional convertible notes to occur on January 9, 2004.

The convertible notes were offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended, and outside the United States pursuant to Regulation S of the Securities Act. The convertible notes and the common stock issuable upon conversion of the notes have not been registered under the Securities Act, or any state securities laws. Unless so registered, the convertible notes and the common stock issuable upon conversion of the notes may not be offered or sold in the United States or any state or to any U.S. person except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

About Akamai

Akamai[®] – *The Business Internet*, is the world's largest on demand distributed computing platform for conducting profitable e-business. Overcoming the inherent limitations of the Internet, Akamai's services ensure a high-performing, scalable, and secure environment for organizations to cost effectively *extend* and *control* their e-business infrastructure. Headquartered in Cambridge, Massachusetts, Akamai's industry-leading services, matched with world-class customer care, are used by hundreds of today's most successful enterprises and government agencies around the globe. For more information, visit www.akamai.com.

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Akamai Statement Under the Private Securities Litigation Reform Act

The release contains information about future expectations, plans and prospects of Akamai's management, including the expected closing of the sale of the additional purchase of the convertible notes, that constitute forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors including any failure to close the sale of the notes referenced above and other factors that are discussed in the Company's Annual Report on Form 10-K, quarterly reports on Form 10-Q, and other documents periodically filed with the SEC.

FOR IMMEDIATE RELEASE

Contacts:

Jeff Young
Media Relations
Akamai Technologies
617-444-3913
jyoung@akamai.com

—or—

Sandy Smith
Investor Relations
Akamai Technologies
617-444-2804
ssmith@akamai.com

AKAMAI ANNOUNCES DEBT REPURCHASES

CAMBRIDGE, MA, January 8, 2004 — Akamai Technologies, Inc. (NASDAQ: AKAM) today announced that it has repurchased, in several individually negotiated transactions, an aggregate of \$99 million in principal amount of its 5 1/2% Convertible Subordinated Notes due 2007. Following these repurchases, an aggregate of \$201 million in principal amount of the 5 1/2% Convertible Subordinated Notes due 2007 remains outstanding.

The Company paid a total of \$98.9 million in cash to certain institutional investors to repurchase and retire the Notes. As a result of the repurchases, the Company expects to realize interest savings of \$5.45 million annually through June 2007.

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Akamai Statement Under the Private Securities Litigation Reform Act

The release contains information about future expectations, plans and prospects of Akamai's management that constitute forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995, including statements concerning expectations as to interest savings as a result of the repurchase of a portion of the Company's 5 1/2% Convertible Subordinated Notes due 2007. Actual results may differ materially from those indicated by these forward-looking statements as a result of factors that are discussed in the Company's Annual Report on Form 10-K, quarterly reports on Form 10-Q, and other documents periodically filed with the SEC.