

AKAMAI TECHNOLOGIES INC  
Form 8-K  
January 19, 2011

**UNITED STATES**  
**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 19, 2011

(Date of earliest event reported)

**AKAMAI TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

**0-27275**  
(Commission File Number)

**04-3432319**  
(IRS Employer Identification No.)

of Incorporation)

8 Cambridge Center, Cambridge, Massachusetts 02142

(Address of Principal Executive Offices) (Zip Code)

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**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))

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On January 19, 2011, the Compensation Committee of the Board of Directors of Akamai Technologies, Inc. approved four new form agreements for restricted stock unit awards to be granted under the Akamai Technologies, Inc. 2009 Stock Incentive Plan. The forms are filed as Exhibits 10.1 through 10.4 hereto.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

See Exhibit Index attached hereto which is incorporated herein by reference.

**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 19, 2011

AKAMAI TECHNOLOGIES, INC.

By: */s/ MELANIE HARATUNIAN*  
**Melanie Haratunian, Senior Vice President and General Counsel**

**EXHIBIT INDEX**

- 10.1 Form of Three-Year Time-Based Vesting Restricted Stock Unit Agreement for use under the 2009 Stock Incentive Plan
- 10.2 Form of Three-Year Performance-Based Vesting Restricted Stock Unit Agreement for Executives for use under the 2009 Stock Incentive Plan
- 10.3 Form of Three-Year Performance-Based Vesting Restricted Stock Unit Agreement for use under the 2009 Stock Incentive Plan (up to 25% of base grant)
- 10.4 Form of Three-Year Performance-Based Vesting Restricted Stock Unit Agreement for use under the 2009 Stock Incentive Plan (up to 50% of base grant)
- 10.5 Akamai Technologies, Inc. 2009 Stock Incentive Plan (1)

- (1) Filed as Exhibit 99.1 to the Company's Registration Statement on Form S-8 as filed with the Securities and Exchange Commission on May 19, 2009 (File No. 333-159340).