



Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On June 5, 2018, Akamai Technologies, Inc. (the “Company”) filed a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to implement, beginning at the Company’s 2019 annual meeting of stockholders, a phase-out of the Company’s classified Board of Directors. On June 5, 2018, the Company also amended its Amended and Restated Bylaws to make conforming changes, which changes were effective immediately following the effectiveness of the Certificate of Amendment.

As disclosed in Item 5.07 below, the stockholders of the Company voted to approve these amendments at the Company’s annual meeting of stockholders held on June 1, 2018 (the “Annual Meeting”).

The foregoing description of the amendments are qualified in their entirety by reference to the Amended and Restated Certificate of Incorporation, as amended, and the Amended and Restated Bylaws, as amended, copies of which are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and incorporated by reference herein.

Item 5.07. Submission of Matters to a Vote of Security Holders

At the Annual Meeting, four items of business were acted upon by stockholders. There were 170,556,866 shares of the Company’s common stock eligible to vote, and 144,212,610 shares present in person or represented by proxy at the Annual Meeting.

1. The following nominees were elected to the Company’s Board of Directors as Class I directors for terms expiring at the 2021 annual meeting of stockholders.

| Nominees            | For         | Against   | Abstain | Broker Non-Votes |
|---------------------|-------------|-----------|---------|------------------|
| Jill Greenthal      | 128,455,493 | 755,830   | 225,121 | 14,776,166       |
| Daniel Hesse        | 128,833,172 | 461,168   | 142,104 | 14,776,166       |
| F. Thomson Leighton | 128,537,385 | 766,002   | 133,057 | 14,776,166       |
| William Wagner      | 126,279,494 | 3,078,312 | 78,638  | 14,776,166       |

Following the Annual Meeting, (a) Pamela Craig, Jonathan Miller, Paul Sagan and Naomi Seligman, having terms expiring at the 2019 annual meeting of stockholders, and (b) Monte Ford, Tom Killalea, Frederic Salerno and Bernardus Verwaayen, having terms expiring at the 2020 annual meeting of stockholders, continued in office.

2. Amendments to the Certificate of Incorporation and Bylaws of the Company to declassify the Board of Directors were approved.

For: 127,970,524  
 Against: 1,306,975  
 Abstain: 158,945  
 Broker Non-Votes: 14,776,166

3. A non-binding, advisory proposal on the compensation of the Company’s named executive officers was approved.

For: 118,225,437

Against: 10,840,447

Abstain: 370,560

Broker Non-Votes: 14,776,166

4. The appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2018 was ratified.

For: 140,548,433

Against: 3,379,335

Abstain: 284,842

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

3.1 Amended and Restated Certificate of Incorporation of Akamai Technologies, Inc., as amended

3.2 Amended and Restated Bylaws of Akamai Technologies, Inc., as amended

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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: June 6, 2018 AKAMAI TECHNOLOGIES, INC.

By: /s/ Aaron S. Ahola

Aaron S. Ahola, Senior Vice President, General Counsel and Corporate Secretary