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AKAMAI TECHNOLOGIES INC

Form 424B3

February 23, 2001

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PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED DECEMBER 15, 2000)

FILED PURSUANT TO RULE 424(b)(3)
REGISTRATION NO. 333-45696

AKAMAI TECHNOLOGIES, INC.

\$300,000,000 PRINCIPAL AMOUNT OF
5 1/2% CONVERTIBLE SUBORDINATED NOTES
DUE 2007

2,598,077 SHARES OF COMMON STOCK
\$0.01 PAR VALUE PER SHARE

The information in this prospectus supplement concerning the selling securityholders supplements the statements set forth under the caption "Selling Securityholders" in the prospectus. Capitalized items used and not defined herein shall have the meanings given to them in the prospectus. The information set forth under the caption "Selling Securityholders" in the prospectus is supplemented as follows:

SELLING SECURITYHOLDERS

We originally sold the convertible notes on June 20, 2000 to Donaldson, Lufkin & Jenrette Securities Corporation, Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc. and Thomas Weisel Partners LLC. The initial purchasers of the convertible notes have advised us that the convertible notes were resold in transactions exempt from the registration requirements of the Securities Act to (1) "qualified institutional buyers," as defined in Rule 144A of the Securities Act, and (2) a limited number of accredited investors in transactions exempt from registration under the Securities Act. These subsequent purchasers, or their transferees, pledgees, donees or successors, may from time to time offer and sell any or all of the convertible notes and/or shares of the common stock issuable upon conversion of the convertible notes pursuant to this prospectus.

The convertible notes and the shares of common stock issuable upon conversion of the convertible notes are being registered in accordance with the registration rights agreement. Pursuant to the registration rights agreement, we are required to file a registration statement with regard to the convertible notes and the shares of our common stock issuable upon conversion of the convertible notes and to keep the registration statement effective until the earlier of:

- (1) the sale of all the securities registered pursuant to the registration rights agreement and
- (2) the expiration of the holding period applicable to these securities under Rule 144(k) under the Securities Act or any successor provision.

The selling securityholders may choose to sell convertible notes and/or the shares of common stock issuable upon conversion of the convertible notes from time to time. See "Plan of Distribution."

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The following table sets forth:

- (1) the name of each selling securityholder who has provided us with notice as of the date of this prospectus pursuant to the registration rights agreement that they may intend to sell or otherwise dispose of convertible notes and/or shares of common stock issuable upon conversion of the convertible notes pursuant to the registration statement,
- (2) the principal amount of convertible notes and the number of shares of our common stock issuable upon conversion of the convertible notes which they may sell from time to time pursuant to the registration statement, and
- (3) the amount of outstanding convertible notes and our common stock

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beneficially owned by the selling securityholder prior to the offering, assuming no conversion of the convertible notes.

To our knowledge, no selling securityholder nor any of its affiliates has held any position or office with, been employed by or otherwise has had any material relationship with us or our affiliates, during the three years prior to the date of this prospectus.

A selling securityholder may offer all or some portion of the convertible notes and shares of the common stock issuable upon conversion of the convertible notes. Accordingly, no estimate can be given as to the amount or percentage of convertible notes or our common stock that will be held by the selling securityholders upon termination of sales pursuant to this prospectus. In addition, the selling securityholders identified below may have sold, transferred or disposed of all or a portion of their convertible notes since the date on which they provided the information regarding their holdings in transactions exempt from the registration requirements of the Securities Act.

The information contained under the column heading "Shares That May be Sold" represents shares issuable upon conversion of the principal amount of convertible notes listed and assumes conversion of the full amount of the convertible notes at the initial rate of \$115.47 in principal amount of the convertible notes per share of the common stock.

| NAME | AMOUNT OF 5 1/2% CONVERTIBLE NOTES THAT MAY BE SOLD | AMOUNT OF 5 1/2% CONVERTIBLE NOTES OWNED BEFORE OFFERING | SHARES THAT MAY BE SOLD | SHA S BEF |
|--|--|---|----------------------------|-----------------|
| ---- | ----- | ----- | ----- | --- |
| AIG/National Union Fire Insurance..... | \$ 575,000 | \$ 575,000 | 4,980 | |
| AIG SoundShore Opportunity Holding Fund Ltd. | 5,250,000 | 5,250,000 | 45,466 | |
| AIG SoundShore Strategic Holding Fund Ltd. | 4,750,000 | 4,750,000 | 41,136 | |
| Alexandra Global Investment Fund I Ltd..... | 4,000,000 | 4,000,000 | 34,641 | |
| Allstate Insurance Company | 1,600,000 | 1,600,000 | 13,856 | |

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|--|------------|------------|---------|
| Alta Partners Holdings, LDC..... | 7,000,000 | 7,000,000 | 60,622 |
| Argent Classic Convertible Arbitrage Fund (Bermuda) L.P. | 3,000,000 | 3,000,000 | 25,981 |
| Bank Austria Cayman Island, Ltd..... | 3,000,000 | 3,000,000 | 25,981 |
| Canyon Capital Arbitrage Master Fund, Ltd. | 1,000,000 | 1,000,000 | 8,660 |
| Canyon Value Realization (Cayman) Ltd. | 7,800,000 | 7,800,000 | 67,550 |
| Capital Markets Transactions, Inc. ... | 2,000,000 | 2,000,000 | 17,321 |
| Chrysler Corporation Master Retirement Trust..... | 2,680,000 | 2,680,000 | 23,209 |
| CIBC World Markets..... | 10,000,000 | 10,000,000 | 86,603 |
| Clinton Riverside Convertible Portfolio Limited..... | 3,500,000 | 3,500,000 | 30,311 |
| Credit Suisse First Boston Corporation..... | 15,775,000 | 15,775,000 | 136,616 |
| Deephaven Domestic Convertible Trading Ltd. | 5,000,000 | 5,000,000 | 43,301 |
| Delaware PERS..... | 1,825,000 | 1,825,000 | 15,805 |
| Delphi Financial Group, Inc. | 300,000 | 300,000 | 2,598 |
| Deutsche Bank Securities Inc. | 72,549,000 | 72,549,000 | 628,293 |
| Donaldson, Lufkin & Jenrette Securities Corp. | 1,125,000 | 1,125,000 | 9,743 |
| First Union Securities Inc. | 1,050,000 | 1,050,000 | 9,093 |
| Goldman Sachs and Company..... | 26,100,000 | 26,100,000 | 226,033 |
| GLG Market Neutral Fund..... | 22,000,000 | 22,000,000 | 190,526 |
| Hull Overseas Ltd. | 500,000 | 500,000 | 4,330 |
| IBM Retirement Plan..... | 250,000 | 250,000 | 2,165 |
| ICI American Holdings Trust..... | 975,000 | 975,000 | 8,444 |
| Island Holdings..... | 35,000 | 35,000 | 303 |
| JMG Capital Partners, LP..... | 3,250,000 | 3,250,000 | 28,146 |
| JMG Triton Offshore Fund, Ltd. | 13,250,000 | 13,250,000 | 114,748 |
| J.M. Hull Associates, L.P. | 500,000 | 500,000 | 4,330 |
| KBC Financial Products USA Inc. | 2,750,000 | 2,750,000 | 23,816 |
| Key Asset Management, Inc. as agent for The Victory Convertible Securities Fund..... | 700,000 | 700,000 | 6,062 |
| Lehman Brothers International (Europe)..... | 2,000,000 | 2,000,000 | 17,321 |
| Massachusetts Mutual Life Insurance Company..... | 4,475,000 | 4,475,000 | 38,755 |
| MassMutual Corporate Investors..... | 1,525,000 | 1,525,000 | 13,207 |
| McMahan Securities Co. L.P. | 55,000 | 55,000 | 476 |
| Morgan Stanley & Co. | 15,000,000 | 15,000,000 | 129,904 |
| Motion Picture Industry Health Plan -- Active Member Fund..... | 320,000 | 320,000 | 2,771 |

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| NAME | AMOUNT OF 5 1/2% CONVERTIBLE NOTES THAT MAY BE SOLD | AMOUNT OF 5 1/2% CONVERTIBLE NOTES OWNED BEFORE OFFERING | SHARES THAT MAY BE SOLD | SHA S BEF |
|--|--|---|----------------------------|-----------------|
| ---- | ----- | ----- | ----- | ----- |
| Motion Picture Industry Health Plan -- Retiree Member Fund..... | 155,000 | 155,000 | 1,342 | |
| Nalco Chemical Company..... | 225,000 | 225,000 | 1,949 | |

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|---|------------|------------|---------|
| New York Life Insurance Company..... | 7,000,000 | 7,000,000 | 60,622 |
| NYSKOPUNARSJODUR..... | 50,000 | 50,000 | 433 |
| OCM Convertible Limited Partnership... | 80,000 | 80,000 | 693 |
| OCM Convertible Limited Trust..... | 1,185,000 | 1,185,000 | 10,262 |
| R(2) Investments, LDC..... | 5,000,000 | 5,000,000 | 43,301 |
| Robertson Stephens..... | 10,000,000 | 10,000,000 | 86,603 |
| Sagamore Hill Hub Fund, Ltd. | 5,000,000 | 5,000,000 | 43,301 |
| San Diego County Employee's Retirement Association..... | 250,000 | 250,000 | 2,165 |
| St. Albans Partners Ltd. | 1,050,000 | 1,050,000 | 9,093 |
| Starvest Combined Portfolio..... | 700,000 | 700,000 | 6,062 |
| State Employees' Retirement Fund of the State of Delaware..... | 1,355,000 | 1,355,000 | 11,735 |
| State of Connecticut Combined Investment Funds..... | 2,995,000 | 2,995,000 | 25,937 |
| State of Oregon -- Equity..... | 5,900,000 | 5,900,000 | 51,096 |
| TCW Group, Inc. | 6,140,000 | 6,140,000 | 53,174 |
| Tribeca Investments, L.L.C. | 27,500,000 | 27,500,000 | 238,157 |
| Value Realization Fund, LP..... | 6,000,000 | 6,000,000 | 51,962 |
| Value Realization Fund B, LP..... | 300,000 | 300,000 | 2,598 |
| Vanguard Convertible Securities Fund, Inc. | 3,330,000 | 3,330,000 | 28,839 |
| Zeneca Holdings Trust..... | 750,000 | 750,000 | 6,495 |
| Zurich HFR Master Hedge Index Ltd. ... | 600,000 | 600,000 | 5,196 |

If, after the date of this prospectus, a securityholder notifies us pursuant to the registration rights agreement of its intent to dispose of convertible notes pursuant to the registration statement, we may supplement this prospectus to include that information.

The date of this prospectus supplement is February 23, 2001.