

AKAMAI TECHNOLOGIES INC
Form DEF 14A
April 03, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

AKAMAI TECHNOLOGIES, INC.

(Name of Registrant as Specified In Its Charter)

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- 1 Amount previously paid:

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Dear Fellow Stockholders:

We had another excellent year in 2016. We generated \$2.3 billion in revenue, our highest level ever. As I look back at 2016, I'm especially pleased with the success of Akamai's innovation engine. We released several new products last year, including Bot Manager, Image Manager and Enterprise Application Access, and their reception in the marketplace has been very positive.

For the year, net income was \$316 million, or \$1.79 per diluted share. We also generated \$866 million in cash from operations, or 37% of revenue, exiting the year with approximately \$1.6 billion in cash, cash equivalents and marketable securities. In addition, we completed three significant technology acquisitions last year.

Looking forward to 2017, we plan to significantly increase our investment levels in new product innovation, service delivery enablement, and platform scaling. We also plan to broaden our offerings within our web security, web performance, and media solution portfolios. We are confident the success we have had with our cloud security investment strategy can be duplicated in other areas of the business, particularly our new and emerging enterprise solutions portfolio.

I see a very bright and exciting future for Akamai. All of us here want to thank you, our fellow stockholders, for your continued support. We believe that our achievements attest to the sound fundamentals of our strategy and the value of our innovative technology for our customers.

I am also pleased to invite you to attend Akamai's 2017 Annual Meeting of Stockholders to be held on Wednesday, May 17, 2017, at 9:30 a.m. at Akamai's offices at 150 Broadway, Cambridge, Massachusetts, 02142. Details regarding admission to the meeting and the business to be conducted at the meeting are more fully described in the accompanying Notice of 2017 Annual Meeting of Stockholders and Proxy Statement.

Your vote is important. Whether or not you plan to attend the 2017 Annual Meeting of Stockholders, we hope you will vote as soon as possible. Voting by proxy will ensure your representation at the 2017 Annual Meeting of Stockholders if you do not attend in person. Please review the instructions on the proxy card regarding your voting options.

/s/ Dr. Tom Leighton

Dr. Tom Leighton

Co-Founder and Chief Executive Officer

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AKAMAI TECHNOLOGIES, INC.

150 BROADWAY

CAMBRIDGE, MASSACHUSETTS 02142

NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 17, 2017

The 2017 Annual Meeting of Stockholders (the Annual Meeting) of Akamai Technologies, Inc. (Akamai or the Company) will be held on Wednesday, May 17, 2017, at 9:30 a.m., local time, at the Company's offices at 150 Broadway, Cambridge, Massachusetts, 02142.

At the Annual Meeting, we expect stockholders will consider and vote upon the following matters:

- (1) To elect the three nominees named in the attached proxy statement as members of our Board of Directors to serve as Class III directors for a term of three years;
- (2) To approve amendments to increase the number of shares of common stock authorized for issuance under Akamai's 2013 Stock Incentive Plan from 11,000,000 shares to 18,500,000 shares and to certain other provisions of such plan;
- (3) To approve, on an advisory basis, our named executive officer compensation;
- (4) To approve, on an advisory basis, the frequency of future advisory votes on named executive officer compensation;
- (5) To ratify the selection of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2017; and
- (6) To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Stockholders of record at the close of business on March 22, 2017, are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof. The stock transfer books of Akamai will remain open for the purchase and sale of Akamai's common stock.

All stockholders are cordially invited to attend the Annual Meeting.

By order of the Board of Directors,

/s/ Melanie Haratunian

MELANIE HARATUNIAN
*Executive Vice President, General Counsel
and Secretary*

Cambridge, Massachusetts

April 3, 2017

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS AT YOUR EARLIEST CONVENIENCE. MOST STOCKHOLDERS HAVE A CHOICE OF VOTING OVER THE INTERNET, BY TELEPHONE OR BY USING A TRADITIONAL PROXY CARD. SENDING IN YOUR PROXY WILL NOT PREVENT YOU FROM VOTING YOUR SHARES IN PERSON AT THE ANNUAL MEETING IF YOU DESIRE TO DO SO, AND YOUR PROXY IS REVOCABLE AT YOUR OPTION BEFORE IT IS EXERCISED.

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AKAMAI TECHNOLOGIES, INC.

150 BROADWAY

CAMBRIDGE, MASSACHUSETTS 02142

PROXY STATEMENT

THIS PROXY STATEMENT IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE BOARD OF DIRECTORS OF AKAMAI TECHNOLOGIES, INC. (AKAMAI OR THE COMPANY) FOR USE AT THE 2017 ANNUAL MEETING OF STOCKHOLDERS (THE ANNUAL MEETING) TO BE HELD AT THE OFFICES OF AKAMAI TECHNOLOGIES, INC., 150 BROADWAY, CAMBRIDGE, MASSACHUSETTS, 02142 AT 9:30 AM LOCAL TIME ON MAY 17, 2017, AND AT ANY ADJOURNMENT OR POSTPONEMENT OF THAT MEETING. You may obtain directions to the location of the Annual Meeting by contacting Investor Relations, Akamai Technologies, Inc., 150 Broadway, Cambridge, Massachusetts 02142; telephone: 617-444-3000.

Our Annual Report to Stockholders for the year ended December 31, 2016 is being mailed to our stockholders with the mailing of the Notice of 2017 Annual Meeting of Stockholders and this Proxy Statement on or about April 3, 2017.

Important Notice Regarding the Availability of Proxy Materials for the 2017 Annual

Meeting of Stockholders to be Held on May 17, 2017:

This Proxy Statement and the 2016 Annual Report to Stockholders are available for viewing, printing and downloading at www.akamai.com/html/investor/financial_reports.html.

You may obtain a copy of our Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the Securities and Exchange Commission, which we sometimes refer to herein as the Commission, except for exhibits thereto, without charge upon written request to Akamai Technologies, Inc., 150 Broadway, Cambridge, Massachusetts 02142, Attn: Investor Relations. Exhibits will be provided upon written request and payment of an appropriate processing fee.

Certain documents referenced in this Proxy Statement are available on our website at www.akamai.com. We are not including the information contained on our website, or any information that may be accessed by links on our website, as part of, or incorporating it by reference into, this Proxy Statement.

This Proxy Statement contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties and are based on the beliefs and assumptions of our management based on information currently available to them. Use of words such as believes, expects, anticipates, intends, plans, should, may, could, likely or similar expressions forward-looking statement. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from the forward-looking statements include, but are not limited to, inability to grow revenue or increase profitability as projected, lack of market acceptance of new solutions, changes in management and other factors set forth under the heading Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2016. We disclaim any obligation to update any forward-looking statements as a result of new information, future events or otherwise.

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Table of Contents**Executive Summary**

Below are highlights of important information you will find in this Proxy Statement. As it is only a summary, please review the complete Proxy Statement before you vote.

Summary of Voting Matters and Recommendations

Matter	Board Recommendation	See Page Number for More Information
Election of Directors	FOR each nominee	71
Amendments to 2013 Stock Incentive Plan	FOR	71
Advisory Vote on Executive Compensation	FOR	88
Advisory Vote on Frequency of Future Executive Compensation Advisory Votes	FOR	89
Ratification of Selection of Independent Auditors	FOR	89

Akamai 2016 Performance Highlights

Akamai has increased its revenue in each of the past five fiscal years and has been profitable over that same period. The charts below show our revenue and net income, calculated in accordance with generally accepted accounting principles in the United States, or GAAP, for those years.

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Other performance highlights in 2016 include:

- 🌑 Overall annual revenue exceeded \$2.3 billion a company record
- 🌑 Web Performance and Security revenue of \$1.4 billion, a 17% increase over 2015
- 🌑 Cloud Security Solutions revenue of \$365 million, a 43% increase over 2015
- 🌑 Services and Support revenue of \$198 million, a 16% increase over 2015
- 🌑 Non-U.S. revenue of \$720 million, a 21% increase over 2015
- 🌑 Repurchased 7 million shares of our common stock, offsetting share dilution from our equity compensation programs
- 🌑 Completed three acquisitions Concord Systems, Cyberfend and Soha Systems that are intended to enhance our web performance, web security and enterprise security solutions
- 🌑 Innovative new product releases including: Image Manager, Bot Manager and Enterprise Application Access designed to address the growing need for businesses to more easily and securely manger their websites, web applications and online businesses

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Part One

Corporate Governance Highlights

Akamai seeks to maintain and enhance its record of excellence in corporate governance by continually refining its corporate governance policies, procedures and practices to align with evolving best practices, issues raised by our stockholders and other stakeholders and otherwise as circumstances warrant. We also place great value on stockholder input and engage regularly with our investors to gain insights into the governance issues about which they care most.

Key Corporate Governance Facts

Governance Item	Practice at Akamai
Majority Voting for Directors	Yes
Separate Chairman & CEO	Yes
Lead Independent Director	Yes
Independent Directors Meet Without Management Present at Every Regular Board Meeting	Yes
Annual Independent Director Evaluation of CEO	Yes
Code of Ethics	Yes
Size of Board	12
Percentage of Independent Directors	75%
Annual Equity Grant to Directors	Yes
Stock Ownership Requirements for Officers and Directors	Yes
Emphasis on Performance-Based Pay for Executives	Yes
Clawback Policy	Yes
Disclosure Committee for Financial Reporting	Yes
Annual Advisory Approval of Executive Compensation	Yes
Stockholder Approval Level for 2015 Executive Compensation	90%
Fully Independent Audit, Compensation and Governance Committees	Yes
Annual Board Survey and Director Peer Evaluations	Yes
Anti-Hedging, Anti-Pledging and Anti-Short Sale Policies	Yes
Relative Stockholder Return Metric in Executive Officer Compensation	Yes
Women Chair 2 of our 3 Standing Board Committees	Yes

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Overview of our Board of Directors

Board Refreshment

Akamai believes that having an independent, diverse, active and engaged Board of Directors has been key to our success. We also believe that new perspectives and ideas are critical to a forward-looking and strategic Board. At the same time, it is equally important to benefit from the valuable experience and familiarity that longer-serving directors bring to the boardroom. We strive to strike the right balance between experience and fresh perspectives. Rather than impose mandatory retirement ages, term limits or other arbitrary mechanisms for to advance these goals, we have chosen to take a more holistic, balanced approach to Board composition and director succession.

A key component of our approach is the annual director peer evaluation and Board survey process. Led by our Lead Director and Chair of the Nominating and Corporate Governance Committee, this review is intended to elicit the views of all directors about what makes the Board effective, what improvements can be made, how their peers are most effective and whether steps should be taken to improve contributions. The Nominating and Corporate

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Governance Committee also regularly oversees and plans for director succession and refreshment of the Board to ensure a mix of skills, experience, tenure, and diversity that promotes and supports the Company's long-term strategy. In doing so, the Nominating and Corporate Governance Committee takes into consideration the overall needs, composition and size of the Board, as well as the criteria adopted by the Board regarding director candidate qualifications.

We remain committed to ensuring our Board is composed of a highly capable and diverse group of directors well-equipped to oversee the success of the business and effectively represent the interests of stockholders. In just the last four years, five new directors have been elected. The average tenure for our 12 directors is approximately 8.5 years.

Engaging with our Stockholders

During 2016, we reached out to 25 of our largest stockholders, which collectively held approximately 52% of our outstanding shares, to see if they were interested in meeting with us to discuss governance or executive compensation matters at Akamai. Several large holders accepted the invitation, and we discussed with them a broad range of governance topics. These engagement efforts and meaningful conversations provided us with a valuable understanding of their perspectives and opportunity to exchange views. We were encouraged by the positive feedback we received and look forward to continuing our dialogue with our stockholders in the coming year.

Human Rights and Sustainability

In 2016, we adopted a Human Rights Policy. We believe that the Internet can bring the world closer together and facilitate greater understanding among people across the globe. We also believe that respect for human rights is fundamental to unlocking the potential of the Internet and an essential value for the communities in which we operate. We are committed to ensuring that our employees; the people who work for our contractors, customers and suppliers; and individuals in the communities affected by our activities are treated with dignity and respect. Our Human Rights Policy is intended to advance these ideals.

We have also adopted a Sustainability Policy to reflect our belief that Akamai can and should operate with a limited environmental footprint. This Policy is centered on efforts to reduce greenhouse-gas emissions of our business operations through energy conservation, energy efficiency, and the procurement of renewable energy; responsibly manage and dispose of our electronic waste; and deliver sustainable work environments that promote wellness and the conservation of natural resources through water efficiency, source reduction, material reuse and recycling, and the purchase of materials containing recycled and/or renewable natural resources.

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Code of Ethics

We have adopted a written Code of Ethics that applies to, among others, our principal executive officer, principal financial and accounting officer, or persons serving similar functions. The text of our Code of Ethics is available on our website at www.akamai.com. We did not waive any provisions of the Code of Ethics for our directors or executive officers during the year ended December 31, 2016. If we amend, or grant a waiver under, our Code of Ethics that applies to our principal executive officer, principal financial and accounting officer, or persons performing similar functions, we intend to post information about such amendment or waiver on our website at www.akamai.com. We have also adopted Corporate Governance Guidelines, a copy of which is also available on our website at www.akamai.com/html/investor/corporate_governance.html.

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Table of Contents**Our Board of Directors**

Our Board of Directors currently consists of 12 persons, divided into three classes, serving staggered terms of three years, as follows: four Class I directors (with terms expiring at the 2018 Annual Meeting of Stockholders), four Class II directors (with terms expiring at the 2019 Annual Meeting of Stockholders) and four Class III directors (with terms expiring at the 2017 Annual Meeting of Stockholders). In accordance with our amended and restated certificate of incorporation and amended and restated bylaws, the Board of Directors has fixed the size of the Board of Directors at 11 directors effective as of the Annual Meeting. Following our Annual Meeting, we will have three directors in Class III and four directors in each of Class I and Class II.

Set forth below is information about the professional experiences of members of our Board of Directors, including the three nominees for election at the 2017 Annual Meeting of Stockholders. In addition, for each individual, we discuss the specific experience, qualifications and attributes that we believe qualify him or her to serve on our Board of Directors.

Nominees for Director Whose Terms Expire in 2017 (Class III Directors)

	Biography	Key Attributes
	Currently Principal at Quest Objects Group, a consulting firm, since 2013	Experience as an information technology executive:
Monte Ford		
Director Since 2013	CEO of Apteon Software, a provider of enterprise application software (2/2012-9/2013)	🌑 CEO of a software company
Age 57	SVP & CIO of American Airlines (2000-2011)	🌑 At American Airlines, oversaw all aspects of information systems and business analytics functions
Independent	<u>Other Current Boards</u>	Helps fellow Board members and management understand what Akamai's current and potential customers expect and want from our solutions and to provide actionable insight into our innovation initiatives.
<u>Board Committees</u>	Michaels Stores, Inc., an arts and crafts retailer	
Compensation		Provides valuable advice and counsel regarding potential improvements to our internal IT systems.
Nominating and	<u>Prior Public Company Boards in Last 5 Years</u>	

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Governance

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	Biography	Key Attributes
Frederic Salerno	Akamai's Lead Independent Director since May 2013	Deep understanding of financial markets, financial statements and investments.
Director Since 2002	Former executive at Verizon Communications, a telecommunications provider (1997-2002), last serving as Vice Chairman and CFO	Provides essential guidance about capital structure and other strategic matters.
Age 73		
Independent	<u>Other Current Boards</u> Florida Community Bank, a regional bank	Leadership, professional judgment and operating experience enable him to provide keen insight in helping address issues faced by the company.
Board Committees		Valued advisor to management and other directors when we are contemplating strategic initiatives intended to enable future growth.
Audit	Intercontinental Exchange, an electronic exchange for trading commodities	
Nominating and Corporate Governance	<u>Prior Public Company Boards in Last 5 Years</u> CBS Broadcasting Consolidated Edison National Fuel Gas Company Popular Inc. Viacom	
	Biography	Key Attributes
Bernardus Verwaayen	Former Chief Executive Officer of Alcatel-Lucent, a provider of communications equipment and solutions (2008-11/2013)	Brings an international perspective to our Board deliberations, helping us better understand non-U.S. markets, public policy issues and how to operate

with a global employee base.

Director Since 2013

Former Chief Executive Officer of British Telecom, a provider of communications services (2002-2008)

CEO experience enables him to provide significant guidance to our CEO on management, leadership and operational issues.

Age 64

Other Current Boards

Independent

Akzo Nobel, a manufacturer of powder coatings

Ability to leverage expertise in telecommunications industry to advise us on carrier strategy and network relationships.

Board Committees

Compensation (*Chair*)

Bharti Airtel, a global telecommunications company

Deep understanding of motivational aspects of executive compensation approaches and applicable international issues.

Nominating and

Corporate

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	Biography	Key Attributes
George Conrades	Executive Chairman Akamai (2005-present)	Decades of technology leadership, sales and management experience.
Director Since 1998	Managing Partner of Longfellow Venture Partners, an early stage venture capital company, since 2014 and a venture partner emeritus of Polaris Venture Partners, Inc., an early stage investment company.	Deep understanding of Akamai's business and operations.
Age 78	Former Chairman and Chief Executive Officer, Akamai (4/1999-4/2005)	Unique ability to understand customers and evangelize Akamai's value proposition enables him to provide important insight into our business and market developments.
	Previously held executive roles at GTE Internetworking, BBN Corporation and IBM.	Service on other boards of directors allows him to provide keen insight into broader markets, particularly in the high tech industry, and corporate governance trends affecting public companies.
	<u>Other Current Boards</u>	
	Oracle Corporation, an enterprise software company	
	<u>Prior Public Company Boards in Last 5 Years</u>	
	Harley-Davidson	
	Ironwood Pharmaceuticals	

	Biography	Key Attributes
Jill Greenthal	Senior Advisor in the Private Equity Group of The Blackstone Group, a global asset manager, since 2007.	Rich experience as a leading investment banker and advisor, a role that has given her a deep understanding of capital markets.
Director Since 2007	Senior Managing Director in Blackstone's Advisory Group (2003-2007).	Insight into financial and strategic aspects of financial matters such as debt and equity financing transactions and acquisitions.
Age 60		
Independent	Previously served as Co-Head of the Global Media Investment Banking Group of Credit Suisse First Boston.	Experience working with other Internet and media companies as they have built their businesses enables her to provide valuable counsel to both our management and fellow directors.
Board Committees	<u>Other Current Boards</u>	
Audit	Houghton Mifflin Harcourt, an educational content company	Insight into corporate governance trends that drives conversations in our governance committee.
Nominating and Corporate Governance (<i>Chair</i>)	TEGNA Inc., a media company The Weather Channel, a privately-held media company	
	<u>Prior Public Company Boards in Last 5 Years</u>	
	Michaels Stores	
	Orbitz Worldwide	

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	Biography	Key Attributes
Daniel Hesse	Former President and CEO, Sprint Corporation, a telecommunications provider (12/2007-8/2014)	Insight into mobile and telecommunications industry affords important insight into strategy deliberations.
Director Since 2016	<u>Other Current Boards</u>	Experience as a chief executive officer enables him to advise on leadership, management and operational issues.
Age 63	PNC Corporation, a financial institution	
Independent		Leverages experience overseeing a large, complex technology company to provide valuable guidance and perspective.
Board Committees		
Compensation		
Nominating and Corporate Governance		
	Biography	Key Attributes
Tom Leighton	Chief Executive Officer, Akamai (1/2013-present)	Co-founder and key developer of the software underlying our company.
Director Since 1998	Chief Scientist, Akamai (8/1998-12/2012)	Unparalleled understanding of our technology and how the Internet works.
Age 60	Professor of Mathematics at the Massachusetts Institute of Technology	Crucial source of industry information, technical and market trends and how

since 1982 (on leave)

Akamai can address those needs.

Provides the Board with vital information about the strategic and operational challenges and opportunities facing the company.

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	Biography	Key Attributes
Pamela Craig	Former Chief Financial Officer of Accenture, a global management consulting, technology services and outsourcing organization (10/2006-7/2013), having previously served in numerous positions at the firm.	Knowledge, leadership experience and expertise from her significant leadership role at Accenture provides us with unique insight into how to manage a large, global organization that has grown rapidly.
Director Since 2011		
Age 60	<u>Other Current Boards</u>	Keen understanding of the challenges our current and potential customers face in interacting with customers, suppliers and partners across the world in a rapidly changing technological environment.
Independent	Walmart Stores, a global retailer.	
Board Committees	Merck and Co., a pharmaceutical company.	Expertise in complex global business issues and financial and accounting matters.
Audit (<i>Chair</i>)	Advisory board member of SpencerStuart, a global executive search and recruitment firm.	
Compensation		
	<u>Prior Public Company Boards in Last 5 Years</u>	
	Avanade	
	VMware	
	Biography	Key Attributes
	Partner at Advancit Capital, a venture capital firm focusing on early-stage companies, since 2014.	Insight into the challenges, goals and priorities of media companies such as those that are key current and

Jonathan Miller

prospective customers.

Director Since 2015

Former Chairman and CEO of the Digital Media Group and Chief Digital Officer of Newscorp, a global media company (4/2009-12/2013)

Key participant in the rapid development of the Internet as a global platform for video and audio entertainment.

Age 60

Other Current Boards

Independent

AMC Networks, an entertainment company

Deep understanding of the ongoing evolution of digital media.

Board Committees

Compensation

Interpublic Group of Companies, a marketing solutions provider

Involvement with early-stage media and technology companies gives our management and the Board a window into developments that could shape our industry in the f

Nominating and Corporate Governance

J2 Global, which provides telecommunications solutions as well as technology, gaming and lifestyle content

Prior Public Company Boards in Last 5 Years

TripAdvisor

Houghton Mifflin Harcourt

Live Nation

RTL Group

Shutterstock