

Raciborski Nathan F
 Form 4
 November 13, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Raciborski Nathan F

(Last) (First) (Middle)

C/O LIMELIGHT NETWORKS,
 INC., 222 SOUTH MILL AVENUE,
 8TH FLOOR

(Street)

TEMPE, AZ 85281

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Limelight Networks, Inc. [LLNW]

3. Date of Earliest Transaction
 (Month/Day/Year)

11/08/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-Founder and CTO, Director

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	11/08/2012		A ⁽¹⁾	167,000 A \$0 ⁽²⁾	2,597,984 ⁽³⁾	D	
Common Stock					1,075,432	I	See footnote ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified stock option (Right to Buy)	\$ 1.8	11/08/2012		A	250,000	03/01/2013 ⁽⁵⁾	11/08/2022			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Raciborski Nathan F C/O LIMELIGHT NETWORKS, INC. 222 SOUTH MILL AVENUE, 8TH FLOOR TEMPE, AZ 85281	X		Co-Founder and CTO, Director	

Signatures

Nathan F. Raciborski by: /s/ James R. Todd,
Attorney-in-Fact

11/12/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Reporting Person received an aggregate of 167,000 RSUs. Subject to the provisions of the 2007 Equity Incentive Plan and Reporting Person's employment and RSU agreements, a total of 50% of the RSUs subject to the grant shall vest quarterly in 4 equal installments during the first year beginning on March 1, 2013, and then on each of June 1, September 1 and December 1 thereafter; 2) a total of 33% of the RSUs subject to the grant shall vest quarterly in 4 equal installments during the second year beginning on March 1, 2014, and then on each of June 1, September 1 and December 1 thereafter; and 3) a total of 17% of the RSUs subject to the grant shall vest quarterly in 4 equal installments during the third year beginning on March 1, 2015, and then on each of June 1, September 1 and December 1 thereafter, provided Reporting Person remains a Service Provider to the Company through the vesting date. Each RSU represents a contingent right to receive one share of the Company's common stock.
- (2) \$0.00 is used for technical reasons as there is no price for this security until it vests in the case of RSUs, or until it is exercised in the case of stock options.
- (3) This includes 343,000 unvested restricted stock units.
- (4) Shares held by the Raciborski Family Children's Irrevocable Trust dated October 16, 2009 for which the Reporting Person serves as a Trustee.
- (5) Reporting Person received an aggregate of 250,000 stock options. Subject to the provisions of the 2007 Equity Incentive Plan and Reporting Person's employment and stock option agreements, a total of 50% of the stock options subject to the grant shall vest quarterly in 4 equal installments during the first year beginning on March 1, 2013, and then on each of June 1, September 1 and December 1

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thereafter; 2) a total of 33% of the stock options subject to the grant shall vest quarterly in 4 equal installments during the second year beginning on March 1, 2014, and then on each of June 1, September 1 and December 1 thereafter; and 3) a total of 17% of the stock options subject to the grant shall vest quarterly in 4 equal installments during the third year beginning on March 1, 2015, and then on each of June 1, September 1 and December 1 thereafter, provided the Reporting Person remains a Service Provider to the Company through the vesting date.

Remarks:

Executed pursuant to the Limited Power of Attorney for Section 16 reporting obligations dated June 3, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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