

FORM 8-K

Date of Report: May 10, 2024
(Date of earliest event reported)

Delaware
(State or other jurisdiction
of incorporation)

000-27275
(Commission
File Number)

04-34323
(I.R.S. Employee Identification)

145 Broadway
Cambridge, MA 02142
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (617) 444-3000

- ☐ 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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	AKAM	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 101(b) of the Securities Exchange Act. ☐

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

(e)

At the annual meeting of stockholders of Akamai Technologies, Inc. (the “Company” or “Akamai”) held on May 16, 2024 (the “Annual Meeting”), the Company’s stockholders approved the second amendment of the Akamai Technologies, Inc. Amended and Restated 2013 Stock Incentive Plan (the “Second Amended & Restated Plan”) which had previously been adopted by the Board of Directors (the “Board”) subject to stockholder approval. The Second Amended & Restated Plan increased the number of shares available for grant under the Second Amended & Restated Plan by 5,000,000 shares.

A complete copy of the Second Amended & Restated Plan, as amended, is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

As further described under Item 5.07 of this Current Report on Form 8-K, at the Annual Meeting and upon the recommendation of the Board, the Company’s stockholders approved an Amended and Restated Certificate of Incorporation to provide for the limitation of liability of certain of the Company’s executive officers, as permitted by Delaware law and certain other changes to clarify, streamline and modernize the certificate of incorporation. The Amended and Restated Certificate of Incorporation was previously approved by the Board, subject to stockholder approval.

The changes made in the Amended and Restated Certificate of Incorporation are described in detail in “Proposal 4 Approval of our Amended and Restated Certificate of Incorporation” beginning on page 110 of the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 28, 2024, in connection with the Annual Meeting.

The Amended and Restated Certificate of Incorporation became effective upon filing with the Secretary of State of the State of Delaware on May 16, 2024.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended and Restated Certificate of Incorporation, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting, six items of business were acted upon by stockholders. There were 153,211,446 shares of the Company’s common stock eligible to vote, and 123,241,446 shares present in person or by proxy at the Annual Meeting.

1. The following nominees were elected to the Company’s Board of Directors for terms expiring at the next annual meeting of stockholders.

Nominees	For	Against	Abstain	Brokered
Sharon Bowen	114,602,360	1,627,447	107,070	6,9
Marianne Brown	115,592,766	638,481	105,630	6,9
Monte Ford	108,882,646	7,348,678	105,553	6,9
Dan Hesse	113,850,682	2,375,968	110,227	6,9
Tom Killalea	108,183,624	8,044,050	109,203	6,9
Tom Leighton	115,846,098	394,701	96,078	6,9
Jonathan Miller	112,867,046	3,359,038	110,793	6,9
Madhu Ranganathan	105,594,233	10,633,171	109,473	6,9
Ben Verwaayen	108,620,601	7,499,518	216,758	6,9
Bill Wagner	113,929,317	2,296,213	111,347	6,9

2 The amendment of the Akamai Technologies, Inc. Second Amended and Restated 2013 Stock Incentive Plan was approved.

For	72,338,641
Against	43,907,789
Abstain	90,447
Broker Non-Votes	6,904,569

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

For	106,324,081
Against	9,676,197
Abstain	336,599
Broker Non-Votes	6,904,569

4 The Company's Amended and Restated Certificate of Incorporation to limit the liability of certain officers and directors and certain additional clarifying changes was approved.

For	106,888,854
Against	9,294,261
Abstain	153,762
Broker Non-Votes	6,904,569

5 Proposal 5 relating to the adjournment of the Annual Meeting to solicit additional proxies was not presented at the Annual Meeting because a quorum was established and there were sufficient votes to approve the proposal.

6 The appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2024 was ratified.

For	107,962,106
Against	15,196,567
Abstain	82,773

7 The shareholder proposal regarding a simple majority vote was approved.

For	107,351,124
Against	8,844,158
Abstain	141,595
Broker Non-Votes	6,904,569

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation of Akamai Technologies, Inc.
10.1	Akamai Technologies, Inc. Second Amended and Restated 2013 Stock Incentive Plan, as amended
104	Cover page interactive data file (the cover page XBRL tags are embedded within the inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this document to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2024

AKAMAI TECHNOLOGIES, INC.

By: /s/ Aaron S. Ahola

Aaron S. Ahola, Executive Vice President
Counsel and Corporate Secretary