

Limelight Networks, Inc.  
Form S-8  
February 21, 2017

As filed with the Securities and Exchange Commission on February 21, 2017

Registration No. 333-

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

FORM S 8  
REGISTRATION  
STATEMENT  
UNDER  
THE SECURITIES  
ACT OF 1933

LIMELIGHT  
NETWORKS, INC.  
(Exact name of  
Registrant as specified  
in its charter)

Delaware 20-1677033  
(State

or  
other (I.R.S.  
jurisdiction Employer  
of Identification  
incorporation Number)

or  
organization)

222 South  
Mill  
Avenue,  
8th Floor  
Tempe,  
Arizona  
85281

(602)  
850-5000

(Address, including zip  
code, and telephone  
number, including area  
code, of principal  
executive offices)

AMENDED AND  
RESTATED 2007  
EQUITY INCENTIVE  
PLAN

(Full title of the plan)

Robert A. Lento  
President, Chief Executive Officer and  
Director

Limelight Networks, Inc.  
222 South Mill Avenue, 8th Floor  
Tempe, Arizona 85281  
(602) 850-5000

(Name, address and  
telephone number,  
including area code, of  
agent for service)

Copy to:

Andrew Hill  
Goodwin Procter LLP  
135 Commonwealth  
Drive  
Menlo Park, California  
94025  
(650) 752-3100

Indicate by check mark  
whether the registrant  
is a large accelerated  
filer, an accelerated  
filer, a non-accelerated  
filer, or a smaller  
reporting company. See  
the definitions of "large  
accelerated filer,"  
"accelerated filer" and  
"smaller reporting  
company" in Rule 12b-2  
of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share, to be issued under the Amended and Restated 2007 Equity Incentive Plan	4,282,343(2)	\$2.39(3)	\$ 10,234,800(3)	\$1,186.21

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the Registrant's Amended and Restated 2007 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or any similar transaction effected without the Registrant's receipt of consideration.

(2) Represents an additional 4,282,343 shares of Common Stock available for issuance under the Registrant's Amended and Restated 2007 Equity Incentive Plan as a result of provisions in the Registrant's Amended and Restated 2007 Equity Incentive Plan that allow for the automatic annual increase of Common Stock available for issuance under such plan.

(3) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee, based upon \$2.39, the average of the high and low prices of the Registrant's Common Stock on February 17, 2017, as reported on the NASDAQ Global Select Market.

REGISTRATION OF ADDITIONAL SECURITIES  
PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement registers additional shares of Common Stock of Limelight Networks, Inc. (the “Registrant”) to be issued pursuant to the Registrant’s Amended and Restated 2007 Equity Incentive Plan. Accordingly, the contents of the previous Registration Statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on December 4, 2007 (File No. 333-147830), May 11, 2009 (File No. 333-159132), March 12, 2010 (File No. 333-165436), September 9, 2011 (File No. 333-176760), May 9, 2012 (File No. 333-181280), March 5, 2013 (File No. 333-187052), February 26, 2014 (File No. 333-194143), February 18, 2015 (File No. 333-202144), and February 16, 2016 (File No. 333-209537) are incorporated by reference in this Registration Statement pursuant to General Instruction E of Form S-8.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Commission, are hereby incorporated by reference in this Registration Statement (other than portions of these documents that are furnished under applicable Commission rules rather than filed and exhibits furnished in connection with such items):

The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2016 (the “Annual Report”), as filed (a) with the Commission on February 17, 2017, as amended by Amendment No. 1 thereto filed on Form 10-K/A with the Commission on February 21, 2017;

(b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Annual Report; and

(c) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-33508), as filed with the Commission on May 30, 2007 pursuant to Section 12(b) of the Exchange Act and as declared effective on June 7, 2007, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference in this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description
4.1*	Specimen Common Stock certificate of the Registrant
4.2**	Amended and Restated 2007 Equity Incentive Plan and form of agreement thereunder
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Goodwin Procter LLP (contained in Exhibit 5.1 hereto)
24.1	Power of Attorney (contained on signature page hereto)

\* Incorporated by reference to exhibits filed with the Registrant’s Registration Statement on Form S-1, as amended (Registration No. 333-141516), as declared effective on June 7, 2007.

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Incorporated by reference to exhibits filed with the Registrant's Quarterly Report on Form 10-Q (Registration No. 001-33508), as filed on October 27, 2016.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tempe, State of Arizona, on this 21st day of February, 2017.

LIMELIGHT NETWORKS, INC.

By: /s/ Robert A. Lento  
 Robert A. Lento  
 President, Chief Executive Officer and Director

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert A. Lento and Sajid Malhotra, jointly and severally, as his attorneys-in-fact, with full power of substitution in each, for him in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Robert A. Lento Robert A. Lento	President, Chief Executive Officer and Director (Principal Executive Officer)	February 21, 2017
/s/ Sajid Malhotra Sajid Malhotra	Chief Financial Officer (Principal Financial Officer)	February 21, 2017
/s/ Daniel R. Boncel Daniel R. Boncel	Vice President, Finance (Principal Accounting Officer)	February 21, 2017
/s/ Walter D. Amaral Walter D. Amaral	Non-Executive Chairman of the Board and Director	February 21, 2017
/s/ Jeffrey T. Fisher Jeffrey T. Fisher	Director	February 21, 2017
/s/ Joseph H. Gleberman Joseph H. Gleberman	Director	February 21, 2017
/s/ Mark Midle Mark Midle	Director	February 21, 2017
/s/ David C. Peterschmidt David C. Peterschmidt	Director	February 21, 2017

INDEX TO EXHIBITS

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