

Limelight Networks, Inc.

Form S-8

February 09, 2018

As filed with the Securities and Exchange Commission on February 9, 2018

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,"
"smaller reporting
company" and
"Emerging Growth
Company" in
Rule 12b-2 of the
Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller Reporting Company
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 7(a)(2)(B) of the Securities Act.

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 | 4,432,945(2) | \$4.275(3) | \$ 18,950,840(3) | \$2,359.38 |

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

(1) Registrant's Amended and Restated 2007 Equity Incentive Plan (the "2007 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 4,432,945 shares of Common Stock available for issuance under the Registrant's 2007 Plan as a result of provisions in the Registrant's 2007 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 \$4.275, the average of the high and low prices of the Registrant's Common Stock on February 5, 2018, 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), February 16, 2016 (File No. 333-209537), and February 21, 2017 (File No. 333-216142) are incorporated by reference in this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

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):

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2017 (the “Annual Report”), as filed with the Commission on February 8, 2018;
- (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
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.
- (c)

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* | <u>Specimen Common Stock certificate of the Registrant</u> |
| 4.2** | <u>Amended and Restated 2007 Equity Incentive Plan and form of agreement thereunder</u> |
| 5.1 | <u>Opinion of Goodwin Procter LLP</u> |
| 23.1 | <u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm</u> |
| 23.2 | <u>Consent of Goodwin Procter LLP</u> (contained in Exhibit 5.1 hereto) |
| 24.1 | <u>Power of Attorney</u> (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.

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 9th day of February, 2018.

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 9, 2018 |
| /s/ Sajid Malhotra Sajid Malhotra | Chief Financial Officer (Principal Financial Officer) | February 9, 2018 |
| /s/ Daniel R. Boncel Daniel R. Boncel | Vice President, Finance (Principal Accounting Officer) | February 9, 2018 |
| /s/ Walter D. Amaral Walter D. Amaral | Non-Executive Chairman of the Board and Director | February 9, 2018 |
| /s/ Jeffrey T. Fisher Jeffrey T. Fisher | Director | February 9, 2018 |
| /s/ Scott Genereux Scott Genereux | Director | February 9, 2018 |
| /s/ Doug Bewsher Doug Bewsher | Director | February 9, 2018 |
| /s/ Mark Midle Mark Midle | Director | February 9, 2018 |
| /s/ David C. Peterschmidt David C. Peterschmidt | Director | February 9, 2018 |