

INKTOMI CORP
Form 10-K/A
January 28, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2002

0-24339

(Commission File Number)

INKTOMI CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

94-3238130
(I.R.S. Employer Identification No.)

4100 East Third Avenue

Foster City, California 94404
(Address of principal executive offices)

(650) 653-2800

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 Par Value
(Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

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Based on the closing sale price of the Common Stock on the NASDAQ National Market System on November 30, 2002, the aggregate market value of the voting stock held by non-affiliates of the Registrant was \$249,014,641. Shares of Common Stock held by each officer and director and by each person known by the Company to own 5% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of Registrant's Common Stock, \$0.001 par value, was 162,754,667 at November 30, 2002.

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For the Fiscal Year Ended September 30, 2002

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This Annual Report on Form 10-K/ A is being filed for the purpose of providing the disclosure required by Part III of Form 10-K relating to (i) our directors and executive officers, (ii) executive compensation, (iii) security ownership of certain beneficial owners and management and related stockholder matters, and (iv) certain relationships and related transactions.

PART III**Item 10. Directors and Executive Officers of Inktomi Corporation****DIRECTORS**

The following table sets forth certain information with respect to our current directors:

Name of Director	Age	Principal Occupation	Director Since
David C. Peterschmidt	55	Chairman of the Board, President and Chief Executive Officer of Inktomi	1996
Dr. Eric A. Brewer	36	Chief Scientist of Inktomi and Professor in the Computer Sciences Division at U.C. Berkeley	1996
Allen J. Gula, Jr.	48	Consultant to the Office of Chairman and the Office of President of Franklin Resources	2002
Greg Myers	52	Senior Vice President and Chief Financial Officer of Symantec Corporation	2002
Roger Noall	67	Director, former Executive of KeyCorp	2002

David C. Peterschmidt has served as our President, Chief Executive Officer and as a director since July 1996. He was appointed Chairman of the Board in December 1997. From 1991 to 1996, he served as Chief Operating Officer and Executive Vice President of Sybase, Inc., a database company. From 1988 to 1991, Mr. Peterschmidt was a consultant with The Kappa Group, a management consulting firm, where he provided senior level sales and marketing training to a variety of companies. He also currently serves as a director of Zambeel. Mr. Peterschmidt holds a Bachelor of Arts degree in Political Science from the University of Missouri and a Masters of Business Administration from Chapman College.

Dr. Eric A. Brewer has served as a director since our inception in February 1996. From February 1996 to December 1997, Dr. Brewer was our Chief Technology Officer and was appointed Chief Scientist in December 1997. From May 1996 to July 1996, he served as our interim President and Chief Executive Officer. Dr. Brewer has been a professor in the Computer Science Division at the University of California, Berkeley since July 1994. Dr. Brewer served as a research assistant at the Massachusetts Institute of Technology from September 1989 to August 1994. Dr. Brewer is also a director of a privately held company. Dr. Brewer holds a Bachelor of Science degree in Computer Science from the University of California, Berkeley and a Doctorate degree in Computer Science from the Massachusetts Institute of Technology.

Allen J. Gula, Jr. joined us as a director in April 2002. Mr. Gula currently serves as a consultant to the Office of Chairman and the Office of President of Franklin Resources. From August 1999 to July 2002, Mr. Gula served as the Co-President and Chief Information Officer of Franklin Resources. Prior to August 1999, Mr. Gula served as the Executive Vice President at KeyCorp and the Chairman and Chief Executive Officer for Key Services Corp. In addition to serving as a director of Inktomi, Mr. Gula is a director of several privately held companies. Mr. Gula holds a Master of Business Administration degree from Case Western Reserve University.

Greg Myers joined us as a director in March 2002. Mr. Myers currently serves as the Senior Vice President of Finance and the Chief Financial Officer for Symantec Corporation where he is responsible for

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worldwide finance, business development and operations. Prior to this, Mr. Myers was vice president of financial planning and analysis for Symantec. Within this role, Mr. Myers managed Symantec's strategic planning process, its budget and financial planning function, information technologies and the worldwide financial controller organization. Before joining Symantec in 1993, Mr. Myers was with Novell Corporation for five years as their director of financial planning and analysis. Prior to Novell, Mr. Myers has held various financial management positions for a number of companies within the Silicon Valley since 1975. Mr. Myers received a Bachelor's degree from Cal-State University Hayward in 1972 and a Masters of Business Administration degree in finance from the University of Santa Clara in 1975.

Roger Noall joined us as a director in December 2002. Prior to his retirement in 2000, Mr. Noall served in a number of positions at KeyCorp (banking) including General Counsel, Chief Administrative Officer and Senior Executive Vice President. Mr. Noall is also a director of Victory Funds and Victory Insurance Funds, Alleghany Corporation and The Elite Information Group, Inc. Mr. Noall holds a Bachelor of Science degree from the University of Utah, a Bachelor of Laws degree from Harvard Law School and a Masters of Laws degree from New York University Law School.

Board and Committee Meetings

The Board of Directors held four regular meetings and nine special meetings during the fiscal year ended September 30, 2002, and acted five times by unanimous written consent. The Board of Directors has an Audit Committee, an Employee Stock Option Committee, a Compensation Committee and a Nominating Committee. From time to time, the Board has created various ad hoc committees for special purposes. No such committee is currently functioning.

During fiscal 2002, each director attended 75% or more of the meetings of the Board of Directors and of the committees of the Board on which the director served during the period for which he was director or committee member, respectively.

Audit Committee

The Audit Committee currently consists of directors Myers, Gula and Noall. The Audit Committee held seven meetings during fiscal 2002. The Audit Committee was comprised of only two members, Myers and Gula, as a result of a vacancy created by a resignation, for two of seven meetings during fiscal 2002. With the appointment of Roger Noall in January 2003 as a new member of the Audit Committee, the Audit Committee now is comprised of three members. The Audit Committee reviews our disclosure controls and internal accounting procedures and consults with and reviews the services provided by our independent accountants. The Audit Committee is authorized to conduct such reviews and examinations as it deems necessary or desirable with respect to the practices and procedures of the independent accountants, the scope of the annual audit, accounting controls, practices and policies, and the relationship between us and our independent accountants, including the availability of our records, information and personnel. Each of the Audit Committee members is independent as that term is defined in Rule 4200(a)(14) of the National Association of Securities Dealers' listing standards. The Board of Directors has adopted a written charter for the Audit Committee.

Compensation Committee

The Compensation Committee currently consists of directors Myers and Gula. The Compensation Committee held one meeting during fiscal 2002. The Compensation Committee reviews and recommends to the Board of Directors the compensation and benefits of all officers and establishes and reviews general policies relating to compensation and benefits of employees. The Board of Directors has adopted a written charter for the Compensation Committee.

Employee Stock Option Committee

The Employee Stock Option Committee currently consists of director, David Peterschmidt. The Employee Stock Option Committee did not meet as a formal committee during the fiscal year and acted fifty

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times by unanimous written consent. The Employee Stock Option Committee has the authority to approve regular new hire and merit stock option grants to employees and consultants under our stock option programs, other than to executive officers. All other stock option grants must be approved by the full Board of Directors.

Nominating Committee

The Nominating Committee did not meet as a formal committee during the last fiscal year. The Nominating Committee is generally responsible for establishing general qualification guidelines applicable to nominees to the Board of Directors, and for identifying, interviewing and recommending persons meeting such guidelines to serve as members of the Board of Directors. For the past several quarters the Board of Directors, in place of the Nominating Committee, has been actively engaged in searching for qualified individuals to serve as members of the Board of Directors.

EXECUTIVE OFFICERS**Executive Officers**

The following table sets forth certain information with respect to our current executive officers:

Name	Age	Position
David C. Peterschmidt	55	Chairman of the Board, President and Chief Executive Officer
Dr. Eric A. Brewer	36	Chief Scientist
Randy S. Gottfried	37	Senior Vice President and Chief Financial Officer
Vishal Makhijani	33	Vice President and General Manager of WebSearch
Timothy J. Stevens	36	Senior Vice President, Business Development

For biographical summaries of David C. Peterschmidt and Dr. Eric A. Brewer, see [Directors](#) above.

Randy S. Gottfried was appointed Senior Vice President and Chief Financial Officer in July 2002. He first started with us in June 1997 and was Vice President of Finance and Corporate Controller. Before joining us in 1997, Mr. Gottfried held senior financial positions for Sybase, Inc in the areas of financial planning and investor relations. Mr. Gottfried has also served in a variety of financial roles with Continental Bank NA, now part of Bank of America NA, and was an auditor with Ernst and Young. Mr. Gottfried holds a Masters in Business Management from Northwestern University's Kellogg Graduate School of Management and an undergraduate business degree from the University of Michigan in Ann Arbor. Mr. Gottfried is also a Certified Public Accountant.

Vishal Makhijani serves as our Vice President and General Manager of WebSearch. Makhijani has been with us since early 1999, and, prior to his role in WebSearch, Mr. Makhijani was in charge of our investor relations program. Before joining us in 1999, Makhijani worked at PricewaterhouseCoopers in PricewaterhouseCoopers New York and Silicon Valley practices where he helped clients, including IBM and Thomson Financial Network, with mergers, acquisitions, and public stock offerings. Mr. Makhijani holds a Bachelor of Science degree from the University of Connecticut.

Timothy J. Stevens joined us as Vice President of Corporate and Legal Affairs, General Counsel and Assistant Secretary in July 1997 and has served in a variety of legal and business/ corporate development roles since that time. He currently serves as Senior Vice President, Business Development. Prior to joining us, Mr. Stevens was an attorney with Wilson Sonsini Goodrich & Rosati, where he served as primary outside counsel for more than thirty private and public companies, specifically in the areas of venture capital and corporate financing, public offerings, mergers and acquisitions, and securities and intellectual property law. Mr. Stevens holds Bachelor of Science degrees in Finance and Management from the University of Oregon and a Juris Doctorate degree from the University of California, Davis.

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SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file certain reports regarding ownership of, and transactions in, our securities with the Securities and Exchange Commission. Such executive officers, directors and 10% stockholders are also required by Securities and Exchange Commission rules to furnish us with copies of all Section 16(a) forms that they file. Based solely on our review of the copies of such forms that we have received, or written representations from certain reporting persons, we believe that for the fiscal year ended September 30, 2002, all reporting persons complied with Section 16(a) filing requirements except that Randy Gottfried inadvertently filed an incorrect Form 3 with respect to his beneficial ownership of our equity securities which was corrected in a subsequent filing.

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The following table sets forth compensation earned for the fiscal years ended September 30, 2002, 2001, and 2000 by (i) our Chief Executive Officer, (ii) the four next most highly compensated executive officers who earned more than \$100,000 in fiscal year 2002 and (iii) two additional individuals for whom disclosure would have been otherwise provided but for the fact that the individuals were not serving as executive officers of Inktomi at the end of the last completed fiscal year (collectively, the Named Executive Officers).

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation Awards	All Other Compensation(1)
		Salary	Bonus	Other	Securities Underlying Options	
David C. Peterschmidt	2002	\$ 400,000	\$ 169,055		1,000,000	\$ 7,263
Chairman of the Board,	2001	400,000	132,395		1,472,000	8,487
President and					500,000	
Chief Executive Officer	2000	350,000	394,070		1,200,000	8,562
Dr. Eric A. Brewer	2002	\$ 100,000	\$ 24,065		200,000	\$ 1,529
Chief Scientist	2001	150,000	36,321		250,000	1,487
					75,000	
	2000	150,000	86,707		150,000	1,550
Keyur Patel(2)	2002	\$ 140,673	\$ 8,531	\$ 100,000(3)	700,000	\$ 1,798
Senior Vice President,	2001					
Chief Strategy Officer	2000					
Timothy J. Stevens	2002	\$ 284,777	\$ 90,676		400,000	\$ 9,492
Senior Vice President						
Business	2001	220,000	73,339		220,000	8,466
Affairs, General Counsel,					210,000	
and Assistant Secretary	2000	185,000	82,660		150,000	8,479
Edward A. Hally(4)	2002	\$ 330,000	\$ 108,481	\$ 46,409(5)		\$ 1,744,492(6)
Senior Vice President and	2001	225,000	83,111	300,000(7)	640,000	8,785
General Manager, Network	2000					
Products						
Robert Allen Shipp(8)	2002	\$ 400,000	\$ 130,000			\$ 9,492
Senior Vice President, World	2001	16,667			700,000	
Wide Field Operations	2000					
Vishal Makhijani	2002	\$ 180,000	\$ 35,073		550,000	\$ 3,643
Vice President and General	2001	125,833	15,523		45,100	3,537
Manager of Web Search	2000	96,542	9,586		9,000	3,281

(1) These amounts consists of premiums on group term life insurance, medical and dental insurance and disability insurance paid on behalf of the Named Executive Officers and any severance payments made to the Named Executive Officers in connection with the termination of their employment.

(2) Mr. Patel joined Inktomi as our Chief Strategy Officer and Senior Vice President in May 2002. His employment with us terminated in January 2003.

(3) Mr. Patel received a sign-on bonus upon joining Inktomi in the amount of \$100,000.

(4)

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Mr. Hally joined Inktomi as a Senior Vice President and General Manager, Network Products in January 2001. His employment with us terminated in September 2002.

- (5) Mr. Hally received relocation assistance in the amount of \$46,409.
- (6) Consists of (i) premiums on group term life insurance, medical and dental insurance and disability insurance in the amount of \$9,492 and (ii) Inktomi's forgiveness of a loan in the amount of \$1,735,000 as part of Mr. Hally's severance arrangements in connection with his termination.

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- (7) Mr. Hally received a sign-on bonus upon joining Inktomi in the amount of \$300,000.
- (8) Mr. Shipp joined Inktomi as our Senior Vice President, World Wide Field Operations in September 2001. His employment with Inktomi terminated in September 2002.

OPTION GRANTS IN LAST FISCAL YEAR

The following table sets forth certain information with respect to stock options granted to each of the Named Executive Officers during the fiscal year ended September 30, 2002. In accordance with the rules of the Securities and Exchange Commission, also shown below is the potential realizable value over the term of the option (the period from the grant date to the expiration date) based on assumed rates of stock appreciation of 5% and 10%, compounded annually. These amounts are based on certain assumed rates of appreciation and do not represent an estimate of future stock price. Actual gains, if any, on stock option exercises will be dependent on the future performance of our Common Stock.

Name	Number of Securities Underlying Options Granted	Percent of Total Options Granted to Employees in Fiscal Year(1)	Exercise Price(2)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term(3)	
					5%	10%
David C. Peterschmidt	220,455(4)	1.8%	\$0.43	9/10/12	\$ 59,616	\$ 151,080
	779,545(4)	6.3	0.43	9/10/12	210,808	534,229
Dr. Eric A. Brewer	106,193(4)	0.9	\$0.43	9/10/12	\$ 28,717	\$ 72,775
	93,807(4)	0.8	0.43	9/10/12	25,368	64,287
Keyur Patel	354,605(5)	2.9	\$ 1.41	5/13/12	\$314,443	\$796,860
	345,395(5)	2.8	1.41	5/13/12	306,276	776,164
Edward A. Hally						
Timothy J. Stevens	400,000(6)	3.2	\$0.45	8/13/12	\$ 113,201	\$286,874
Vishal Makhijani	50,000(7)	0.4	\$4.25	11/5/11	\$133,640	\$338,670
	100,000(8)	0.8	2.25	4/24/12	141,501	358,592
	400,000(6)	3.2	0.45	8/13/12	113,201	286,874
Robert Allen Shipp						

- (1) Based on an aggregate of 12,381,995 options granted by Inktomi during the fiscal year ended September 30, 2002 to employees, including the Named Executive Officers.
- (2) The exercise price per share of each option was equal to the closing price on the date of grant by the Board of Directors.
- (3) The potential realizable value is calculated based on the term of the option at its time of grant (ten years). It is calculated assuming that the fair market value of the Common Stock on the date of grant appreciates at the indicated annual rate compounded annually for the entire term of the option and that the option is exercised and sold on the last day of its term for the appreciated stock price.
- (4) Option was granted under Inktomi's 1998 Stock Plan. All shares under the option are immediately exercisable; however, as a condition of exercise, the optionee must enter into a stock restriction agreement giving Inktomi the right in the event of any termination of employment to repurchase all then unvested shares at cost. The shares vest over 50 months beginning September 2002.
- (5) Option was granted under Inktomi's 1998 Stock Plan. All shares under the option are immediately exercisable; however, as a condition of exercise, the optionee must enter into a stock restriction agreement giving Inktomi the right in the event of any termination of employment to repurchase all then unvested shares at cost. The shares vest over 50 months beginning May 2002.
- (6) Option was granted under Inktomi's 1998 Nonstatutory Stock Option Plan. All shares under the option are immediately exercisable; however, as a condition of exercise, the optionee must enter into a stock

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restriction agreement giving Inktomi the right in the event of any termination of employment to repurchase all then unvested shares at cost. The shares were 25% vested as of the date of grant with the remaining shares vesting over 36 months beginning August 2002.

- (7) Option was granted under Inktomi's 1998 Nonstatutory Stock Option Plan. All shares under the option are immediately exercisable; however, as a condition of exercise, the optionee must enter into a stock restriction agreement giving Inktomi the right in the event of any termination of employment to repurchase all then unvested shares at cost. The shares vest over 50 months beginning November 2001.
- (8) Option was granted under Inktomi's 1998 Nonstatutory Stock Option Plan. All shares under the option are immediately exercisable; however, as a condition of exercise, the optionee must enter into a stock restriction agreement giving Inktomi the right in the event of any termination of employment to repurchase all then unvested shares at cost. The shares were 25% vested as of the date of grant with the remaining shares vesting over 36 months beginning April 2002.

OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

The following table sets forth information with respect to the Named Executive Officers concerning option exercises for the fiscal year ended September 30, 2002 and exercisable and unexercisable options held as of September 30, 2002.

Name	Shares Acquired On Exercise	Value Realized(1)	Number of Securities Underlying Unexercised Options/SARs at September 30, 2002		Value of Unexercised In-the-Money Options/SARs at September 30, 2002(2)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
David C. Peterschmidt			5,100,800(3)		\$242,000	
Dr. Eric Brewer			725,000(4)			
Keyur Patel			700,000(5)			
Edward A. Hally			642,944(6)			
Timothy J. Stevens			910,000(7)			
Vishal Makhijani	10,901	\$ 12,326	596,699(8)			
Robert Allen Shipp			700,000(9)			

- (1) Based upon the market price of the purchased shares on the exercise date less the option exercise price paid for such shares.
- (2) Based on a value of \$0.25 per share, the closing price of Inktomi's stock on the Nasdaq National Market on September 30, 2002, minus the per share exercise price, multiplied by the number of shares underlying the option.

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- (3) Includes an option to purchase 3,934,136 shares of Common Stock of which 2,205,336 shares have been exercised, an option to purchase 400,000 shares of Common Stock, an option to purchase 272,000 shares of Common Stock, an option to purchase 1,200,000 shares of Common Stock, an option to purchase 500,000 shares of Common Stock, and an option to purchase 1,000,000 shares of Common Stock. All shares under the options are immediately exercisable; however, as a condition of exercise, the optionee must enter into a stock restriction agreement giving Inktomi the right in the event of any termination of employment to repurchase all then unvested shares at cost. For the option of 3,934,136 shares, 100% of the shares were vested on July 1, 1998. For the option of 400,000 shares, 2% of the shares were vested on May 1, 1999, and an additional 2% of the shares become vested monthly thereafter. For the option of 272,000 shares, 2% of the shares were vested on August 1, 1999, and an additional 2% of the shares become vested monthly thereafter. For the option for 1,200,000 shares, 2% of the shares vested on August 1, 2000, and an additional 2% of the shares become vested monthly thereafter. For the option for 500,000 shares, 2% of the shares vested on October 1, 2001, and an additional 2% of the shares become vested monthly thereafter. For the option for 1,000,000 shares, 2% of the shares vested on October 10, 2002, and an additional 2% of the shares become vested monthly thereafter.
- (4) Includes an option to purchase 200,000 shares of Common Stock, an option to purchase 250,000 shares of Common Stock, an option to purchase 75,000 shares of Common Stock, and an option to purchase 200,000 shares. All shares under the options are immediately exercisable; however, as a condition of exercise, the optionee must enter into a stock restriction agreement giving Inktomi the right in the event of any termination of employment to repurchase all then unvested shares at cost. For the option to purchase 200,000 shares, 2% of the shares vested on October 1, 1998, and an additional 2% of the shares become vested monthly thereafter. For the option to purchase 250,000 shares, 2% of the shares vested on September 29, 2001 and an additional 2% of the shares become vested monthly thereafter. For the option to purchase 75,000 shares, 2% of the shares vested on October 21, 2001 and an additional 2% of the shares become vested monthly thereafter. For the option to purchase 200,000 shares, 2% of the shares vested on October 10, 2002 and an additional 2% of the shares become vested monthly thereafter.
- (5) Includes an option to purchase 700,000 shares of Common Stock. All shares under the option are immediately exercisable; however, as a condition of exercise, the optionee must enter into a stock restriction agreement giving Inktomi the right in the event of any termination of employment to repurchase all then unvested shares at cost. The shares vest ratably over 50 months beginning June 2002.
- (6) Includes two options to purchase 300,000 shares of Common Stock each and a third option to purchase 40,000 shares of Common Stock. All shares under the options are immediately exercisable; however, as a condition of exercise, the optionee must enter into a stock restriction agreement giving Inktomi the right in the event of any termination of employment to repurchase all then unvested shares at cost. For the first option of 300,000 shares, the shares vest ratably over 50 months beginning February 2001. For the second option of 300,000 shares, the shares vest ratably over 50 months beginning October 2001. For the third option of 40,000 shares, 100% of the shares become vested in May 2002.
- (7) Includes an option to purchase 80,000 shares of Common Stock, a second option to purchase 40,000 shares of Common Stock, a third option to purchase 210,000 shares of Common Stock, a fourth option to purchase 180,000 shares of Common Stock and a fifth option to purchase 400,000 shares