

Limelight Networks, Inc.
Form 4
June 15, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GOLDMAN SACHS GROUP INC/

2. Issuer Name and Ticker or Trading Symbol
Limelight Networks, Inc. [LLNW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
85 BROAD STREET,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2007

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10004

(City) (State) (Zip)

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

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)
Common Stock	06/13/2007		C	30,272,493 A <u>(4)</u>	30,272,493	I	See footnotes (1) (2) (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: Limelight Networks, Inc. - Form 4

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount of Underlying Shares
Series B Convertible Preferred Stock	(4)	06/13/2007		C	30,272,493	(4) (4)	Common Stock	30,272,493

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD STREET NEW YORK, NY 10004		X		
GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M		X		
GS ADVISORS V LLC 85 BROAD STREET NEW YORK, NY 10004		X		
GSCP V ADVISORS, LLC 85 BROAD STREET NEW YORK, NY 10004		X		
GSCP V OFFSHORE ADVISORS LLC 85 BROAD STREET NEW YORK, NY 10004		X		
GS Capital Partners V Institutional L P 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V OFFSHORE FUND LP 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V GmbH & CO KG 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V FUND LP 85 BROAD STREET		X		

NEW YORK, NY 10004
 GOLDMAN SACHS & CO
 85 BROAD STREET
 NEW YORK, NY 10004

X

Signatures

/s/ Rita Tocco, Attorney-in-Fact for The Goldman Sachs Group, Inc.	06/15/2007
__Signature of Reporting Person	Date
/s/ Rita Tocco, Attorney-in-Fact for Goldman, Sachs Management GP GmbH	06/15/2007
__Signature of Reporting Person	Date
/s/ Rita Tocco, Attorney-in-Fact for GS Advisors V, L.L.C.	06/15/2007
__Signature of Reporting Person	Date
/s/ Rita Tocco, Attorney-in-Fact for GSCP V Advisors, LLC	06/15/2007
__Signature of Reporting Person	Date
/s/ Rita Tocco, Attorney-in-Fact for GSCP V Offshore Advisors, LLC	06/15/2007
__Signature of Reporting Person	Date
/s/ Rita Tocco, Attorney-in-Fact for GS Capital Partners V Institutional LP	06/15/2007
__Signature of Reporting Person	Date
/s/ Rita Tocco, Attorney-in-Fact for GS Capital Partners V Offshore Fund, L.P.	06/15/2007
__Signature of Reporting Person	Date
/s/ Rita Tocco, Attorney-in-Fact for GS Capital Partners V GmbH & Co KG	06/15/2007
__Signature of Reporting Person	Date
/s/ Rita Tocco, Attorney-in-Fact for GS Capital Partners V Fund, L.P.	06/15/2007
__Signature of Reporting Person	Date
/s/ Rita Tocco, Attorney-in-Fact for Goldman, Sachs & Co.	06/15/2007
__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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Capital Partners V Fund, L.P. ("GS Capital"), GS Capital Partners V Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners V GmbH & Co. KG ("GS Germany"), GS Capital Partners V Institutional, L.P. ("GS Institutional" and, together with GS Capital, GS Offshore and GS Germany, the "Funds") (GS Group, Goldman Sachs, GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH and the Funds, collectively, the "Reporting Persons").
- (2) GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 30,272,493 shares of common stock, par value \$0.001 per share (the "Common Stock") of Limelight Networks, Inc. (the "Company") by reason of direct ownership of Common Stock by the Funds. Affiliates of GS Group are the general partner, managing general partner or managing partner of the Funds. GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. Goldman Sachs is a wholly owned subsidiary of GS Group. Goldman Sachs and GS Group each disclaims beneficial ownership of the shares of

Edgar Filing: Limelight Networks, Inc. - Form 4

Common Stock owned by the Funds except to the extent of its pecuniary interest therein.

GS Capital beneficially owns directly and its general partner, GSCP Advisors, may be deemed to beneficially own indirectly 15,940,283 shares of Common Stock. GSCP Offshore beneficially owns directly and its general partner, GSCP Offshore Advisors, may be deemed to

(3) beneficially own indirectly 8,234,087 shares of Common Stock. GS Institutional beneficially owns directly and its general partner, GS Advisors, may be deemed to beneficially own indirectly 5,466,153 shares of Common Stock. GS Germany beneficially owns directly and its general partner, GS GmbH, may be deemed to beneficially own indirectly 631,970 shares of Common Stock.

(4) The Company's Series B Convertible Preferred Stock converted into Common Stock on a one-for-one basis, without consideration, immediately prior to the closing of the Company's initial public offering of Common Stock on June 13, 2007 (the "Conversion").

(5) Following the Conversion, the Reporting Persons no longer beneficially own the Company's Series B Convertible Preferred Stock.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.