

GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.
 Form 4
 June 10, 2013

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Limelight Networks, Inc. [LLNW]

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

06/06-04:00/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/06-04:00/2013		A	62,542 (2)	A \$ 0 30,417,363	I	See footnotes (1) (2) (3) (4) (5) (6)

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

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SEC 1474 (9-02)

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

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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 Underlying (Instr. 3 and 4)
Non-qualified stock options (right to buy)	\$ 2.39	06/06-04:00/2013		A	72,812	<u>(7)</u> 06/06-04:00/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282				
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282				
GSCP V ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282				
GSCP V OFFSHORE ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282				
GS ADVISORS V, L.L.C. 200 WEST STREET NEW YORK, NY 10282				
GOLDMAN, SACHS MANAGEMENT GP GMBH MESSETURM FRIEDRICH-EBERT-ANLAGE 49 FRANKFURT AM MAIN 60323				
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282				
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282				
GS CAPITAL PARTNERS V GMBH & CO. KG 200 WEST STREET				

NEW YORK, NY 10282

GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 06/10-04:00/2013

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
Attorney-in-fact 06/10-04:00/2013

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Attorney-in-fact 06/10-04:00/2013

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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

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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) The 62,542 shares of common stock, par value \$0.001 per share (the "Common Stock"), were granted pursuant to Limelight Network, Inc.'s (the "Company") 2007 Equity Incentive Plan (the "Plan"), consisting of 31,271 restricted stock units granted to Joseph H. Gleberman, an advisory director of Goldman Sachs and 31,271 restricted stock units granted to Peter J. Perrone, a managing director of Goldman Sachs, in their capacity as directors of the Company. Each grant of 31,271 restricted stock units, if eligible, shall become fully vested and exercisable on the day prior to the Company's 2014 annual shareholder meeting (but in no event later than December 31, 2014), subject to continued board service through such date. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. Each of Mr. Gleberman and Mr. Perrone has an understanding with GS Group pursuant to which such shares are held for the benefit of GS Group.

- (3) GS Group also may be deemed to beneficially own 51,496 shares of Common Stock that were granted pursuant to the Plan on June 7, 2012, consisting of 25,748 restricted stock units granted to Joseph H. Gleberman, an advisory director of Goldman Sachs and 25,748 restricted stock units granted to Peter J. Perrone, a managing director of Goldman Sachs, in their capacity as directors of the Company. Each grant of 25,748 restricted stock units became fully vested and exercisable on June 5, 2013. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. Each of Mr. Gleberman and Mr. Perrone has an understanding with GS Group pursuant to which such shares are held for the benefit of GS Group.

- (4) GS Group also may be deemed to beneficially own 29,932 shares of Common Stock that were granted pursuant to the Plan on June 9, 2011, consisting of 14,966 restricted stock units granted to Joseph H. Gleberman, an advisory director of Goldman Sachs and 14,966 restricted stock units granted to Peter J. Perrone, a managing director of Goldman Sachs, in their capacity as directors of the Company. Each grant of 14,966 restricted stock units became fully vested and exercisable on June 6, 2012. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. Each of Mr. Gleberman and Mr. Perrone has an understanding with GS Group pursuant to which such shares are held for the benefit of GS Group.

- (5) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 900 shares of the Company's Common Stock. GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 30,272,493 shares of the Company's Common Stock by reason of the direct ownership of Common Stock by the Funds. Goldman Sachs also holds open short positions of 1,440 shares of Common Stock. Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner or managing partner of the Funds. Goldman Sachs is the investment manager of certain of the Funds. Goldman Sachs is a wholly-owned subsidiary of GS Group. GS Group and Goldman Sachs each disclaims beneficial ownership of the shares of Common Stock owned by the Funds except to the extent of its pecuniary interest therein.

- (6) 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 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.

- (7) The options to purchase 72,812 shares of Common Stock were granted pursuant to the Plan, consisting of 36,406 options granted to Joseph H. Gleberman, an advisory director of Goldman Sachs and 36,406 options granted to Peter J. Perrone, a managing director of Goldman Sachs, in their capacity as directors of the Company. Each grant of 36,406 options is fully vested and exercisable on the day prior to the Company's 2014 annual shareholder meeting (but in no event later than December 31, 2014), subject to continued board service through such date. Each of Joseph H. Gleberman and Peter J. Perrone has an understanding with GS Group pursuant to which he holds such options for the benefit of GS Group.

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

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