

GOLDMAN, SACHS MANAGEMENT GP GMBH

Form 4

June 13, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
06/09-04:00/2016

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 ____ Other (specify
below) below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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	06/09-04:00/2016		A	87,256 (2)	A \$ 0 30,551,503	I	See footnotes (1) (2) (3) (5) (6)

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

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information contained in this form are not
required to respond unless the form
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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 Amount Underlying Security (Instr. 3 and 4)
Non-qualified stock options (right to buy)	\$ 4.1					<u>(7)</u> 06/05-04:00/2024	Common Stock 26

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				
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

GOLDMAN, SACHS MANAGEMENT GP GMBH
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 06/13-04:00/2016

__Signature of Reporting Person

Date

/s/ Kevin P. Treanor,
Attorney-in-fact 06/13-04:00/2016

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Attorney-in-fact 06/13-04:00/2016

__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)

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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) The 87,256 shares of common stock, par value \$0.001 per share (the "Common Stock"), were granted pursuant to Limelight Network, Inc.'s (the "Company") Amended and Restated 2007 Equity Incentive Plan (the "Plan"), consisting of 87,256 restricted stock units granted to Mark J. Midle, a vice president of Goldman Sachs, in his capacity as a director of the Company. The grant of 87,256 restricted stock units, if eligible, shall become fully vested and exercisable on the day prior to the Company's 2017 annual shareholder meeting (but in no event later than December 31, 2017), 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. Mr. Midle has an understanding with GS Group pursuant to which such shares are held for the benefit of GS Group.

- (3) GS Group may be deemed to beneficially own, in the aggregate, 278,110 shares of Common Stock that were granted pursuant to the Plan, consisting of 103,246 restricted stock units granted to Mr. Midle, 102,879 restricted stock units that were granted to Joseph H. Gleberman, a former advisory director of Goldman Sachs, and 71,985 restricted stock units that were granted to Peter J. Perrone, a former managing director of Goldman Sachs, each in their capacity as directors of the Company. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. Mr. Midle 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 26,271 shares of Common Stock were granted to Mr. Midle in his capacity as a director of the Company pursuant to the Plan. The grant of 26,271 options is fully vested and exercisable. Mr. Midle 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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