

MBD Advisors, L.L.C.

Form 4

March 08, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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 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)

200 WEST STREET

3. Date of Earliest Transaction

(Month/Day/Year)

03/06-05:00/2018

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

(Street)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
 Person

NEW YORK, NY 10282

(City) (State) (Zip)

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 | 03/06-05:00/2018 | | S | 15,272,493 | D \$ 3.8 | 864,927 | I |
| | | | | | | | See footnotes (1) (2) (3) (4) (5) |

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
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 number.**

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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. LLC 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 | |
| MBD Advisors, 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/ Yvette Koscic,
Attorney-in-fact 03/08-05:00/2018

__Signature of Reporting Person Date

/s/ Yvette Koscic,
Attorney-in-fact 03/08-05:00/2018

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/s/ Yvette Koscic,
Attorney-in-fact 03/08-05:00/2018

__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. LLC ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), MBD Advisors, L.L.C. ("MBD 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, MBD Advisors, GS GmbH and the Funds, collectively, the "Reporting Persons").

- (2) The selling stockholders, which consisted of GS Capital, GS Offshore, GS Germany and GS Institutional, sold 15,272,493 shares of common stock, par value \$0.001 per share (the "Common Stock"), of Limelight Networks, Inc. (the "Company") to the underwriters in a registered public offering of shares of Common Stock, pursuant to the final prospectus supplement filed by the Company and dated March 1, 2018, which offering was consummated on March 6, 2018. The sale by the selling stockholders consisted of 8,041,883 shares of Common Stock sold by GS Capital, 4,154,102 shares of Common Stock sold by GS Offshore, 318,830 shares of Common Stock sold by GS Germany and 2,757,678 shares of Common Stock sold by GS Institutional.

- (3) GS Group may be deemed to beneficially own, in the aggregate, 317,695 shares of Common Stock that were granted pursuant to the Amended and Restated 2007 Equity Plan (the "Plan"), consisting of 142,831 restricted stock units granted to Mr. Midle, a vice president of Goldman Sachs, 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.

- (4) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 547,232 shares of Common Stock and Goldman Sachs also had open short positions of 1,862 shares of Common Stock, reflecting changes due to exempt transactions. 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 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.

- (5) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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