
CHARTER FOR THE AUDIT COMMITTEE

of the Board of Directors of Limelight Networks, Inc.

Version 2.1

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1. Purpose

The purpose of the Audit Committee of the Board of Directors (the “Board”) of Limelight Networks, Inc. (the “Company”) shall be to:

- Oversee the accounting and financial reporting processes of the Company and audits of the financial statements of the Company;
- Assist the Board in oversight and monitoring of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications, independence and performance, (iv) the Company's internal accounting and financial controls, and (v) the business practices and ethical standards of the Company;
- Prepare the report that the rules of the Securities and Exchange Commission (the “SEC”) require be included in the Company's annual proxy statement;
- Provide the Board with the results of its monitoring and recommendations derived therefrom; and
- Provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board.

In addition, the Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe. While the Audit Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are presented fairly in all material respects in accordance with generally accepted accounting principles. These are the responsibility of management and the independent auditor.

2. Membership

The Audit Committee members will be appointed by, and will serve at the discretion of, the Board. The Audit Committee will consist of at least three members of the Board. Members of the Audit Committee must meet the following criteria (as well as any criteria required by the SEC):

- Except as permitted by the applicable listing rules of the NASDAQ Stock Market (“NASDAQ”), each member will be an independent director as defined in the NASDAQ Listing Rules;
- Independence shall be determined as to each member by the full Board; to be considered independent, each Committee member must meet the independence requirements of NASDAQ, the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC;
- Each member will be able to read and understand fundamental financial statements, in accordance with the NASDAQ Audit Committee requirements; and

- At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities.

3. Responsibilities

The responsibilities of the Audit Committee shall include:

- Reviewing on a continuing basis the adequacy of the Company's system of internal controls, including meeting periodically with the Company's management and the independent auditors to review the adequacy of such controls and to review before release the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure;
- Appointing, compensating, retaining and overseeing the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work;
- Pre-approving audit and non-audit services provided to the Company by the independent auditors (or subsequently approving non-audit services in those circumstances where a subsequent approval is necessary and permissible); in this regard, the Audit Committee shall have the sole authority to approve (i) the hiring and firing of the independent auditors, (ii) all audit engagement fees and terms and (iii) all non-audit engagements, as may be permissible, with the independent auditors;
- Reviewing and providing guidance with respect to the external audit and the Company's relationship with its independent auditors by (i) reviewing the independent auditors' proposed audit scope, approach and independence; (ii) obtaining on a periodic basis a statement from the independent auditors regarding relationships and services with the Company which may impact independence and presenting this statement to the Board, and to the extent there are relationships, monitoring and investigating them; (iii) reviewing the independent auditors' peer review conducted every three years; (iv) discussing with the independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies and disagreements with management and any other matters described in SAS No. 61, as may be modified or supplemented; and (v) reviewing reports submitted to the audit committee by the independent auditors in accordance with the applicable SEC requirements;
- Reviewing and discussing with management and the independent auditors the annual audited and quarterly unaudited financial statements, including major issues regarding accounting, disclosure and auditing procedures and practices as well as the adequacy of internal controls that could materially affect the Company's financial statements. In addition, the review shall include the

- Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC;
- Directing the Company's independent auditors to review before filing with the SEC the Company's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
 - Reviewing before release the unaudited quarterly operating results in the Company's quarterly earnings release;
 - Recommending to the Board that the financial statements be included in the Company's Annual Report on Form 10-K, based on its annual review;
 - Overseeing compliance with the requirements of the SEC for disclosure of auditor's services and audit committee members' membership qualifications and activities;
 - Reviewing, approving and monitoring the Company's code of ethics for its senior financial officers;
 - Reviewing management's monitoring of compliance with the Company's standards of business conduct and with the Foreign Corrupt Practices Act;
 - Reviewing, in conjunction with counsel, any legal matters that could have a significant impact on the Company's financial statements;
 - Providing oversight and review at least annually of the Company's investment policies;
 - Overseeing and reviewing the Company's policies regarding information technology and management information systems as they relate to internal control and financial reporting;
 - If necessary, instituting special investigations with full access to all books, records, facilities and personnel of the Company;
 - As appropriate, obtaining advice and assistance from outside legal, accounting or other advisors;
 - Reviewing and approving in advance any proposed related party transactions;
 - Periodically reviewing and assessing this charter and recommend any proposed changes to the Board for approval;
 - Providing a report in the Company's proxy statement in accordance with the rules and regulations of the SEC and review the matters described in such report; and
 - Establishing procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential and anonymous submission by employees of concerns regarding questionable accounting, internal controls or auditing matters.

4. Meetings

The Audit Committee will meet at least four times each year and more frequently as circumstances require and may also act by unanimous written consent in lieu of a meeting. The Audit Committee may establish its own schedule, which it will provide to the Board in advance.

The Audit Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company at such times as are appropriate to review the financial affairs of the Company. The Audit Committee will meet separately with the independent auditors of the Company, at such times as it deems appropriate, to fulfill the responsibilities of the Audit Committee under this charter.

5. Minutes

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

6. Reports

In addition to preparing the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Audit Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with the Audit Committee's charter.

7. Compensation

Members of the Audit Committee shall receive such fees, if any, for their service as Audit Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

8. Delegation of Authority

The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its scheduled meetings.

9. Roles and Responsibilities

Role	Responsibility
Assistant Secretary	Maintain this charter in the Company's compliance document repository; publish it on the Company's public facing website; schedule periodic reviews and assessments of this charter; and, where warranted, recommend any proposed changes to the Audit Committee for its consideration.
Audit Committee	See Section 3 above.

10. Document Control

10.1. Summary of Changes

Updated	Updated by	Section(s)	Summary
07/29/2009	Board	3	Removed recurring references to 'post-IPO'; added governance responsibilities to 1) recommend to the Board that the financial statements be included in the Company's Annual Report, based on its annual review, and 2) periodically review the charter and recommend any proposed changes to the Board.

10.2. Document Approver

Title or Role	Approver Name	Signature	Date
Board of Directors	The Board of Directors	[see approved resolutions]	August 5, 2013

10.3. Document Reviewers

Title or Role	Reviewer Name	Signature	Date
Secretary	Philip C. Maynard	/s/ Philip C. Maynard	August 5, 2013

10.4. Document Distribution and Notification

10.4.1. Distribution

The approved document must be distributed to all approvers and reviewers listed above.

10.4.2. Notification

The following users/groups need to be notified of the publication of this document:

User/Group	Reason
Legal / Compliance	Incorporate into Compliance Program document repository and calendar for periodic review. Also, assess whether any modifications are material enough to trigger 8-K public disclosure obligations.
Marketing	Replace prior version of the charter with a properly redacted (i.e., removal of internal review history) version of the updated charter.
Independent Public Accountants	For their records.

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