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INKTOMI CORP  
Form S-8  
May 01, 2002

As filed with the Securities and Exchange Commission on May 1, 2002  
Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

-----  
INKTOMI CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

4100 E. THIRD AVENUE  
FOSTER CITY, CA 94404  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

95-3238130  
(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

-----  
1998 EMPLOYEE STOCK PURCHASE PLAN

-----  
JOSEPH M. EANDI ESQ.  
ASSOCIATE GENERAL COUNSEL AND  
DIRECTOR OF CORPORATE AFFAIRS  
4100 EAST THIRD AVENUE  
FOSTER CITY, CA 94404  
650-653-2800 (GENERAL)  
(NAME, ADDRESS, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

-----  
Copy to:  
DOUGLAS H. COLLOM, ESQ.  
WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION  
650 PAGE MILL ROAD  
PALO ALTO, CA 94304-1050  
(650) 493-9300

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CALCULATION OF REGISTRATION FEE

| TITLE OF<br>SECURITIES<br>TO BE<br>REGISTERED   | MAXIMUM<br>AMOUNT<br>TO BE<br>REGISTERED | PROPOSED<br>MAXIMUM<br>OFFERING<br>PRICE PER<br>SHARE* | PROPOSED<br>MAXIMUM<br>AGGREGATE<br>OFFERING<br>PRICE | AMOUNT<br>REGISTERED |
|---|--|--|---|----------------------|
| Common Stock, \$0.001 par value<br>To be issued under the<br>1998 Employee Stock Purchase Plan..... | 800,000                                  | \$ 2.41  | \$ 1,928,000.00                                       | \$                   |
| Total.....  | 800,000                                  |  | \$ 1,928,000.00                                       | \$                   |

\* Estimated solely for the purpose of computing the registration fee required by Section 6(b) of the Securities Act pursuant to Rules 457(h) and 457(c) under the Securities Act, based upon the average between the high and low prices of the Common Stock as reported on the Nasdaq National Market on April 30, 2002.

With respect to the shares of common stock of the Registrant hereby registered under the Inktomi Corporation 1998 Employee Stock Purchase Plan, the contents of the Registrant's Registration Statements on Form S-8 as filed with the Commission on October 28, 1998 (File No. 333-66217), on June 8, 1999 (File No. 333-80195), on June 23, 2000 (File No. 333-40036) and on June 25, 2001 (File No. 333-63742), collectively the "Prior Form S-8s", are incorporated herein by reference.

The Registrant is registering an additional 800,000 shares of its Common Stock under this Registration Statement which are reserved for issuance under the Inktomi Corporation 1998 Employee Stock Purchase Plan. Under the Prior Form S-8s, the Company registered 2,713,349 shares of its Common Stock, as adjusted for stock splits, that had been or were eligible to be issued under the Inktomi Corporation 1998 Employee Stock Purchase Plan.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

| Exhibit No. | Description   |
|-------------|---|
| 5.1         | Opinion of Wilson Sonsini Goodrich & Rosati, P.C.                   |
| 10.3*       | 1998 Employee Stock Purchase Plan and form of agreements thereunder |
| 23.1        | Consent of PricewaterhouseCoopers LLP                               |

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- 23.2 Consent of Wilson Sonsini Goodrich and Rosati, P.C.  
(contained in Exhibit 5.1)
- 24.1 Power of Attorney (See page (II-3))

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\* Incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-50247), as amended.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Foster City, State of California, on this 1st day of May, 2002.

INKTOMI CORPORATION

By: /s/ Jerry Kennelly

-----  
 Jerry M. Kennelly,  
 Executive Vice President,  
 Chief Financial  
 Officer and Secretary

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David C. Peterschmidt and Jerry M. Kennelly, and each of them, as his or her attorney-in-fact, with full power of substitution in each, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

SIGNATURE

TITLE

DATE

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|   |   |                                 |
|---|---|---------------------------------|
| <p>-----</p> <p>/s/ David C. Peterschmidt<br/>-----<br/>David C. Peterschmidt</p> | <p>-----</p> <p>President, Chief Executive Officer and<br/>Chairman (Principal Executive Officer)</p>                           | <p>-----</p> <p>May 1, 2002</p> |
| <p>/s/ Jerry M. Kennelly<br/>-----<br/>Jerry M. Kennelly</p>                      | <p>Executive Vice President, Chief<br/>Financial Officer and Secretary<br/>(Principal Financial and Accounting<br/>Officer)</p> | <p>May 1, 2002</p>              |
| <p>/s/ Eric A. Brewer<br/>-----<br/>Eric A. Brewer</p>                            | <p>Director</p>   | <p>May 1, 2002</p>              |
| <p>/s/ Frank Gill<br/>-----<br/>Frank Gill</p>                                    | <p>Director</p>   | <p>May 1, 2002</p>              |
| <p>/s/ Allen J. Gula, Jr.<br/>-----<br/>Allen J. Gula, Jr.</p>                    | <p>Director</p>   | <p>May 1, 2002</p>              |
| <p>/s/ Greg Myers<br/>-----<br/>Greg Myers</p>                                    | <p>Director</p>   | <p>May 1, 2002</p>              |
| <p>/s/ Alan F. Shugart<br/>-----<br/>Alan F. Shugart</p>                          | <p>Director</p>   | <p>May 1, 2002</p>              |

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EXHIBIT INDEX

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