

INKTOMI CORP  
Form DEF 14A  
January 26, 2001

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## SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant under Section 240.14a-12

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# INKTOMI CORPORATION

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
- 2) Aggregate number of securities to which transaction applies:  
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- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:  
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- 4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
- 5) Total fee paid:  
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- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:  
\_\_\_\_\_

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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**INKTOMI CORPORATION**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MARCH 13, 2001**

TO THE STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Inktomi Corporation, a Delaware corporation ( Inktomi ), will be held on Tuesday, March 13, 2001 at 10:00 a.m., local time, at the Hyatt Regency San Francisco Airport, Regency Ballroom B, 1333 Bayshore Highway, Burlingame, California, 94010, for the following purposes:

1. To elect directors to serve for the ensuing year and until their successors are elected;
2. To ratify the selection of PricewaterhouseCoopers LLP as the independent auditors of Inktomi for the fiscal year ending September 30, 2001; and
3. To transact such other business as may properly come before the meeting or any adjournment thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

Only stockholders of record at the close of business on January 19, 2001 are entitled to notice of and to vote at this meeting.

All stockholders are cordially invited to attend the meeting in person. However, to assure your representation at the meeting, you are urged to sign and return the enclosed proxy card as promptly as possible in the enclosed self-addressed envelope, or vote electronically through the internet or by telephone. Any stockholder attending the meeting may vote in person even if he or she returned a proxy. However, if a stockholder's shares are held of record by a broker, bank or other nominee and the stockholder wishes to vote at the meeting, the stockholder must obtain from the record holder a proxy issued in his or her name.

**BY ORDER OF THE BOARD OF  
DIRECTORS**

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Tim Stevens  
Vice President of Business Affairs,  
General Counsel and Assistant Secretary

Foster City, California  
January 26, 2001

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**INKTOMI CORPORATION**  
**4100 E. Third Avenue**  
**Foster City, California 94404**

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**PROXY STATEMENT**  
**2001 ANNUAL MEETING OF STOCKHOLDERS**

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The enclosed Proxy is solicited on behalf of the Board of Directors (the Board) of Inktomi Corporation, a Delaware corporation (Inktomi), for use at the Annual Meeting of Stockholders (the Annual Meeting) to be held on Tuesday, March 13, 2001 at 10:00 a.m., local time, at the Hyatt Regency San Francisco Airport, Regency Ballroom B, 1333 Bayshore Highway, Burlingame, California, 94010, or at any adjournment thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Stockholders. Inktomi's principal executive offices are located at 4100 E. Third Avenue, Foster City, California, 94404. Inktomi's telephone number at that location is (650) 653-2800.

Inktomi intends to mail this proxy statement and accompanying proxy card on or about February 5, 2001 to all stockholders entitled to vote at the meeting.

**INFORMATION CONCERNING SOLICITATION AND VOTING**

**Record Date and Share Ownership**

Stockholders of record at the close of business on January 19, 2001 (the Record Date) are entitled to notice of and to vote at the Annual Meeting. At the Record Date, 127,360,597 shares of Inktomi's common stock (Common Stock) were issued and outstanding and held of record by approximately 1,315 stockholders.

**Revocability of Proxies**

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering to Inktomi (attention: Tim Stevens, Vice President of Business Affairs, General Counsel and Assistant Secretary) a written notice of revocation or a duly executed proxy bearing a later date or by attending the meeting of stockholders and voting in person.

**Voting**

Each share of Common Stock outstanding on the Record Date is entitled to one vote. The required quorum for the transaction of business at the Annual Meeting is a majority of the votes eligible to be cast by holders of shares of Common Stock issued and outstanding on the Record Date. For purposes of determining the presence of a quorum, abstentions and broker non-votes will be counted by Inktomi as present at the meeting. Abstentions will also be counted by Inktomi in determining the total number of votes cast with respect to a proposal (other than the election of directors). Broker non-votes will not be counted in determining the number of votes cast with respect to a proposal. All votes will be tabulated by the inspector of elections appointed for the Annual Meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes.

**Voting Electronically via the Internet or by Telephone**

Stockholders whose shares are registered directly with Wells Fargo may vote either via the Internet or by calling Wells Fargo. Specific instructions for voting via Internet or by telephone are set forth on the enclosed proxy card. The Internet and telephone voting procedures are designed to authenticate the stockholder's identity and to allow stockholders to vote their shares and confirm that their instructions have been properly recorded.

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If your shares are registered in the name of a bank or brokerage, you may be eligible to vote your shares electronically via the Internet or by telephone. A large number of banks and brokerage firms are participating in the

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ADP Investor Communication Services online program. This program provides eligible stockholders who receive a paper copy of the Annual Report and Proxy Statement the opportunity to vote via the Internet or by telephone. If your bank or brokerage firm is participating in ADP's program, your voting form will provide instructions. If your voting form does not reference Internet or telephone information, please complete and return the paper proxy card in the self-addressed, postage paid envelope provided.

### Solicitation of Proxies

The cost of soliciting proxies will be borne by Inktomi. Proxies may be solicited by certain of Inktomi's directors, officers and regular employees, without additional compensation, in person or by telephone, email or facsimile. In addition, Inktomi may retain the services of one or more firms to assist in the solicitation of proxies, for an estimated fee of \$6,000 plus reimbursement of expenses. In addition, Inktomi may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners.

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of the Common Stock as of January 2, 2001 of (i) each person known to Inktomi to beneficially own more than 5% of the Common Stock, (ii) each director or director nominee of Inktomi, (iii) each executive officer of Inktomi for whom information is given in the Summary Compensation Table in this Proxy Statement, and (iv) all directors and executive officers of Inktomi as a group.

Name of Beneficial Owner	Common Stock	
	Number of Shares Beneficially Held(1)	Percent of Class
Janus Capital Corporation(2) 100 Fillmore Street, Suite 400 Denver, CO 80206-4923	6,503,070	5.1
Eric A. Brewer(3) Inktomi Corporation 4100 E. Third Avenue Foster City, CA 94404	4,578,667	3.6
David C. Peterschmidt(4)	4,229,444	3.3
John Porter(5)	351,550	*
Frank Gill(6)	218,600	*
Fredric W. Harman(7)	185,000	*
Alan F. Shugart(8)	135,000	*
Jerry M. Kennelly(9)	1,008,160	*
Richard B. Pierce(10)	1,793,986	1.4
Vince Vannelli(11)	660,600	*
Kirk Bowman (12)	567,000	*
All directors and executive officers as a group (13 persons)(13)	14,719,256	11.6

\* Less than one percent of the outstanding Common Stock.

(1) This table is based on information supplied by executive officers, directors and principal stockholders of Inktomi and on any Schedules 13D or 13G filed with the Securities and Exchange Commission. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission. In computing the number of shares beneficially owned by a person and the

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percentage ownership of that person, shares of Common Stock subject to options or warrants held by that person that are currently exercisable or will become exercisable within 60 days after January 2, 2001 are deemed outstanding, while such shares are not deemed outstanding for purposes of computing percentage ownership of any other person. Unless otherwise indicated in the footnotes below, the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

- (2) Based on Schedule 13G filed with the Securities and Exchange Commission on December 31, 2000.

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- (3) Includes 3,426,931 shares held by Dr. Brewer. Also includes Dr. Brewer's pro rata interest in a warrant held by Inktomi LLC, which his pro rata interest equals 701,736 shares. All such shares and warrants are fully vested and are not subject to repurchase by Inktomi. Also includes options held by Dr. Brewer to purchase 450,000 shares of Common Stock. The options are fully exercisable although as of January 2, 2001, 381,000 shares issuable upon exercise of the options were subject to a right of repurchase at cost in the event Dr. Brewer ceases to be an employee of Inktomi.
- (4) Includes 615,178 shares held by David C. Peterschmidt and Roxanne N. Peterschmidt, Trustees of the Peterschmidt Family Trust U/D/T Dtd 12/30/91, and 13,466 shares held by Mr. Peterschmidt. Also includes options held by Mr. Peterschmidt to purchase 3,600,800 shares of Common Stock. The options are fully exercisable although as of January 2, 2001, 1,616,000 shares issuable upon exercise of the options were subject to a right of repurchase at cost in the event Mr. Peterschmidt ceases to be an employee of Inktomi.
- (5) Includes 266,550 shares held by Integra Holdings, L.P.. All of such shares are fully vested and not subject to repurchase by Inktomi. Also includes an option issued to Mr. Porter to purchase 85,000 shares of Common Stock. The option is fully exercisable although as of January 2, 2001, 46,900 shares issuable upon exercise of the option were subject to a right of repurchase at cost in the event Mr. Porter ceases to be a director of Inktomi.
- (6) Consists of options held by Mr. Gill to purchase 218,600 shares of Common Stock. The options are fully exercisable although as of January 2, 2001, 88,522 shares issuable upon exercise of the options were subject to a right of repurchase at cost in the event Mr. Gill ceases to be a director of Inktomi.
- (7) Includes 18,730 shares held by Oak Investment Partners VII, LP and 470 shares held by Oak VII Affiliates Fund, LP. Mr. Harman is a Managing Partner of the general partners of the Oak Partners entities and is a director of Inktomi. He disclaims beneficial ownership of the shares held by the Oak Partners entities except to the extent of his proportionate partnership interest therein. Also includes options held by Mr. Harman to purchase 65,800 shares of Common Stock. The options are fully exercisable although as of January 2, 2002, 46,900 shares issuable upon exercise of the options were subject to a right of repurchase at cost in the event Mr. Harman ceases to be a director of Inktomi.
- (8) Includes options held by Mr. Shugart to purchase 135,000 shares of Common Stock. The options are fully exercisable although as of January 2, 2001, 91,500 of the shares issuable upon exercise of the options were subject to a right of repurchase by Inktomi at cost in the event Mr. Shugart ceases to be a director of Inktomi.
- (9) Includes 11,668 shares held by Jerry Kennelly, as trustee for Christopher Kennelly; 11,668 shares held by Jerry Kennelly, as trustee for Michael Kennelly; and 424,824 shares held by Mr. Kennelly. As of January 2, 2001, 42,666 of the shares held by Mr. Kennelly were subject to a right of repurchase by Inktomi at cost in the event Mr. Kennelly ceases to be an employee of Inktomi. Also includes options held by Mr. Kennelly to purchase 560,000 shares of Common Stock. The options are fully exercisable although as of January 2, 2001, 494,666 shares issuable upon exercise of the options were subject to a right of repurchase at cost in the event Mr. Kennelly ceases to be an employee of Inktomi.
- (10) Includes 781,522 shares held by certain family trusts and partnerships controlled by Mr. Pierce and/or his wife, including trusts for his minor children. As of January 2, 2001, 13,333 of the shares held by the Pierce entities were subject to a right of repurchase by Inktomi at cost in the event Mr. Pierce ceases to be an employee of Inktomi, and 200,000 shares were subject to delivery in connection with forward sales consummated by Mr. Pierce. Also includes options held by Mr. Pierce to purchase 740,000 shares of Common Stock. The options are fully exercisable although as of January 2, 2001, 644,000 shares issuable upon exercise of the options were subject to a right of repurchase at cost in the event Mr. Pierce ceases to be an employee of Inktomi.
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Includes 274,600 shares held by Mr. Vannelli. As of January 2, 2001, 224,000 of the shares held by Mr. Vannelli were subject to a right of repurchase by Inktomi at cost in the event Mr. Vannelli ceases to be an employee of Inktomi. Also includes options held by Mr. Vannelli to purchase 386,000 shares of Common Stock. The options are fully exercisable although as of January 2, 2001, 326,000 shares issuable upon exercise of the options were subject to a right of repurchase at cost in the event Mr. Vannelli ceases to be an employee of Inktomi.

- (12) Includes options held by Mr. Bowman to purchase 567,000 shares of Common Stock. The shares are fully exercisable although as of January 2, 2001, 505,500 shares issuable upon exercise of the options were subject to a right of repurchase at cost in the event Mr. Bowman ceases to be an employee of Inktomi.

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- (13) Includes 701,736 shares issuable upon exercise of warrants and options to purchase 7,648,200 shares, which warrants and options are fully exercisable as of January 2, 2001.

### PROPOSAL NO. 1: ELECTION OF DIRECTORS

#### General

The Bylaws of Inktomi provide that the authorized number of directors shall be fixed by resolution of the Board of Directors. The authorized number of directors is currently fixed at six. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the nominees named below, all of whom are presently directors of Inktomi. If any nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee designated by the present Board of Directors to fill the vacancy. It is not expected that any nominee will be unable or will decline to serve as a director. If stockholders properly nominate persons other than Inktomi's nominees for election as directors, the proxy holders will vote all proxies received by them to assure the election of as many of Inktomi's nominees as possible, with the proxy holder making any required selection of specific nominees to be voted for. The term of office of each person elected as a director will continue until the next annual meeting of stockholders or until his earlier death, resignation or removal. There is no family relationship between any director and any other director or executive officer of Inktomi.

Certain information regarding the nominees is set forth below:

<u>Name of Nominee</u>	<u>Age</u>	<u>Principal Occupation</u>	<u>Director Since</u>
David C. Peterschmidt	53	Chairman of the Board, President and Chief Executive Officer of Inktomi	1996
Dr. Eric A. Brewer	34	Professor in the Computer Sciences Division at U.C. Berkeley, and Chief Scientist of Inktomi	1996
Frank Gill	57	Retired Executive Vice President of Intel Corporation	1998
Fredric W. Harman	40	General Partner of Oak Investment Partners	1997
John A. Porter	57	Consultant	1997
Alan F. Shugart	70	Chief Executive Officer of Al Shugart International	1997

*David C. Peterschmidt* has served as President, Chief Executive Officer and a director of Inktomi since July 1996. He was appointed Chairman of the Board in December 1997. From 1991 until joining Inktomi, he served as Chief Operating Officer and Executive Vice President of Sybase, Inc., a database company. From 1988 to 1991, Mr. Peterschmidt was a consultant with The Kappa Group, a management consulting firm, where he provided senior level sales and marketing training to a variety of companies. He currently serves as a director of Portal Software, Inc. and one other privately held company. Mr. Peterschmidt holds a Bachelor of Arts degree in Political Science from the University of Missouri and a Masters of Business Administration from Chapman College.

*Dr. Eric A. Brewer* has served as a director of Inktomi since its inception in February 1996. From February 1996 to December 1997, Dr. Brewer was Chief Technology Officer of Inktomi and was appointed Chief Scientist in December 1997. From May 1996 to July 1996, he served as interim President and Chief Executive Officer of Inktomi. Dr. Brewer has been a professor in the Computer Science Division at the University of California, Berkeley since July 1994. Dr. Brewer served as a research assistant at the Massachusetts Institute of Technology from September 1989 to August 1994. Dr. Brewer holds a Bachelor of Science degree in Computer Science from the University of California,

Berkeley and a doctorate degree in Computer Science from the Massachusetts Institute of Technology.

*Frank Gill* joined Inktomi as a director in December 1998. Mr. Gill is a 23-year veteran of Intel Corporation where he held a variety of positions in sales and marketing, product development, and manufacturing operations. At the time of his retirement in June 1998, he was Executive Vice President of Intel. In addition to serving as a director of Inktomi, Mr. Gill is a director of McAfee.com Corp, Tektronix, Inc., Telecom Semiconductor, Inc., ITXC Corp., Logitech International S.A., Pixelworks, Inc., Niko Corporation and other privately held companies. Mr. Gill holds a Bachelor of Science degree in Electrical Engineering from the University of California at Davis.

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*Fredric W. Harman* joined Inktomi as a director in April 1997. Since July 1994, Mr. Harman has served as a Managing Member of the General Partners of venture capital funds affiliated with Oak Investment Partners. From April 1991 to June 1994, he served as a General Partner of Morgan Stanley Venture Capital, L.P. Mr. Harman is a director of ILOG, S.A., InterNAP Network Services Corporation, Primus Knowledge Solutions, Quintus Corporation, Avenue A, Inc., ClickSoftware Technologies Ltd., and several privately held companies. Mr. Harman holds Bachelor of Science and Masters degrees in Electrical Engineering from Stanford University and a Masters of Business Administration from Harvard University.

*John A. Porter* joined Inktomi as a director in March 1997. Mr. Porter is currently actively involved in a variety of private investment and business ventures. Mr. Porter previously served on the Board of Directors of WorldCom from 1989 until its merger with MCI, serving as Chairman of the Board from 1989 to 1993 and as Vice Chairman from 1993 to 1996. Mr. Porter also is a director of Uniroyal Technologies, Inc.

*Alan F. Shugart* joined Inktomi as a director in December 1997. Mr. Shugart has been President, Chairman and Chief Executive Officer of Al Shugart International since September 1998. From 1979 to 1998, Mr. Shugart was Chief Executive Officer of Seagate Technology, Inc., a manufacturer of hard disk drives and related components. From 1979 until September 1991 and from October 1992 to September 1998, Mr. Shugart also served as Chairman of the Board of Seagate. He held the position of President of Seagate from September 1991 until September 1997 and Chief Operating Officer of Seagate from September 1991 until March 1995. Mr. Shugart is currently a Director of Valence Technology, Inc., SanDisk Corporation and Cypress Semiconductor Corp.

#### **Board Meetings and Committees**

The Board of Directors held four regular meetings and seven special meetings during the fiscal year ended September 30, 2000, and acted thirteen times by unanimous written consent. The Board of Directors has an Audit Committee, an Employee Stock Option Committee, a Compensation Committee and a Nominating Committee. From time to time, the Board has created various ad hoc committees for special purposes. No such committee is currently functioning.

The Audit Committee currently consists of directors Harman, Porter and Shugart. The Audit Committee held four meetings during the last fiscal year. The Audit Committee reviews the internal accounting procedures of Inktomi and consults with and reviews the services provided by Inktomi's independent accountants. Each of the Audit Committee members is independent as that term is defined in Rule 4200(a)(14) of the National Association of Securities Dealers' listing standards. The Board of Directors has adopted a written charter for the Audit Committee, a copy of which is attached hereto as Appendix A.

The Compensation Committee currently consists of directors Gill, Harman and Porter. The Compensation Committee held one meeting during the last fiscal year. The Compensation Committee reviews and recommends to the Board of Directors the compensation and benefits of all officers of Inktomi and establishes and reviews general policies relating to compensation and benefits of employees of Inktomi.

Inktomi established an Employee Stock Option Committee on March 7, 2000. The Employee Stock Option Committee consists of director, David Peterschmidt. The Employee Stock Option Committee did not meet as a formal committee during the fiscal year and acted thirty-one times by unanimous written consent. The Employee Stock Option Committee has the authority to approve stock option grants to employees and consultants under Inktomi's stock option programs, other than to executive officers.

The Nominating Committee currently consists of directors Harman, Peterschmidt and Porter. The Nominating Committee did not meet as a formal committee during the last fiscal year. The Nominating Committee is responsible for establishing general qualification guidelines applicable to nominees to the Board of Directors, and for identifying, interviewing and recommending persons meeting such guidelines to serve as members of the Board of Directors. The Nominating Committee will consider nominees proposed by the stockholders. Any stockholder who wishes to recommend a prospective nominee for the Board of Directors for the Nominating Committee's consideration may do so by giving the candidate's name and qualifications in writing to the Secretary of Inktomi, M/S FC 2-6, 4100 E. Third Avenue, Foster City, California, 94404.

During fiscal 2000, each director attended 75% or more of the meetings of the Board of Directors and of the committees of the Board on which the director served during the period for which he was director or committee member, respectively.

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### **Director Compensation**

Directors do not currently receive any cash compensation from Inktomi for their service as members of the Board of Directors, although they are reimbursed for expenses in connection with attendance at Board and Committee meetings. Under Inktomi's 1998 Stock Plan, nonemployee directors are eligible to receive stock option grants at the discretion of the Board of Directors or other administrators of the plan. In June 2000, the Board of Directors granted options to purchase 25,000 shares of Common Stock at \$116.75 per share to each of Frank Gill, Fredric W. Harman, John A. Porter and Alan F. Shugart in connection with their continued service as members of the Board of Directors. The shares under these options vest on a monthly basis over 50 months, subject to continued service as a member of the Board of Directors. No other options were granted to directors during fiscal 2000.

### **Vote Required**

Directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote.

### **Recommendation of the Board**

The Board of Directors recommends that the stockholders vote **FOR** election of each of the nominees listed above.

### **PROPOSAL NO. 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS**

#### **General**

The Board of Directors has selected the firm of PricewaterhouseCoopers LLP as Inktomi's independent auditors to audit the financial statements of Inktomi for the fiscal year ending September 30, 2001, and recommends that stockholders vote for ratification of this appointment. PricewaterhouseCoopers LLP has audited Inktomi's financial statements since inception in 1996. Representatives of PricewaterhouseCoopers LLP are expected to be present at the meeting and will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

Stockholder ratification of the selection of PricewaterhouseCoopers LLP as Inktomi's independent auditors is not required by Inktomi's Bylaws or otherwise. However, the Board is submitting the selection of PricewaterhouseCoopers LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee and the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Board in its discretion may direct the appointment of different independent auditors at any time during the year if it determines that such change would be in the best interests of Inktomi and its stockholders.

#### **Vote Required**

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and voting at the Annual Meeting will be required to ratify the selection of PricewaterhouseCoopers LLP.

#### **Recommendation of the Board**

The Board of Directors recommends that the stockholders vote **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as Inktomi's independent auditors for the fiscal year ending September 30, 2001.



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**Executive Officers**

The following table sets forth certain information with respect to the executive officers of Inktomi as of January 2001:

<u>Name</u>	<u>Age</u>	<u>Position</u> &n
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