

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 12b-25

NOTIFICATION OF LATE FILING

001-33508

Commission File Number

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q
 Form 10-D Form N-CEN Form N-CSR

For Period Ended: September 30, 2023

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q

For the Transition Period Ended: N/A

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: N/A

PART I — REGISTRANT INFORMATION

EDGIO, INC.

(Full Name of Registrant)

Limelight Networks, Inc.

(Former Name if Applicable)

11811 North Tatum Blvd., Suite 3031

(Address of Principal Executive Office (Street and Number))

Phoenix, AZ 85028

(City, State and Zip Code)

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached, if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Edgio, Inc. (the “Company” or “Edgio”) is unable, without unreasonable effort or expense, to file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 (the “2023 Q3 Form 10-Q”) by the November 9, 2023 filing date applicable to an accelerated filer for the reasons discussed in this Form 12b-25.

Management and the Audit Committee of the Board of Directors (the “Audit Committee”) of Edgio determined that there were potential subsequent events with significant accounting implications that would not be resolved prior to the November 9, 2023 filing date. As disclosed in its Form 8-K filed on October 30, 2023, the Company is negotiating with holders of its 3.50% Convertible Senior Notes due 2025 (the “Convertible Notes”) for an extension on its Convertible Notes and the outcome of such negotiations may be material and would need to be disclosed as a subsequent event in the Company’s 2023 3Q Form 10-Q.

As a result of the foregoing, the Company requires additional time to complete its negotiations, complete its accounting and disclosure-related analyses and prepare appropriate disclosures in the 2023 Q3 Form 10-Q. Thus, the Company is unable to file the 2023 Q3 Form 10-Q by the prescribed due date without unreasonable effort or expense, but is working diligently to complete and file it as soon as practicable.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification.

Stephen Cumming	(602)	850-5000
(Name)	(Area Code)	(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Cautionary Note on Forward-Looking Statements

This Form 12b-25 includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, included in this Form 12b-25 are forward-looking statements, including statements regarding the Company’s ongoing review and restatement work with respect to the Prior Period Financial Statements; the Company’s expectation regarding the timing of the filing with the U.S. Securities and Exchange Commission (“SEC”) of the Annual Report on Form 10-K; and the Company’s expectation with respect to the expected preliminary revenues and other estimated results of operations for the affected period discussed in this Form 12b-25. Such forward looking statements may be identified by, among other things, the use of forward-looking terminology such as “expect,” “estimate,” “intend,” or “anticipate” or other variations thereon or similar expressions.

Forward-looking statements are based on beliefs and assumptions by management and the Board of Directors of the Company (the “Board”), and on information currently available to the Board and management. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Potential consequences of the matters discussed in this Form 12b-25 include, but are not limited to: the risk that the Company will not be able to reach agreement with its convertible notes holders; the risk that the completion and filing of the Company’s Quarterly Report on Form 10-Q will take longer than expected and will not be completed by the extension period provided by Rule 12b-25 of the Securities Exchange Act of 1934, as amended; the possibility that the Company will not be able to become current in its filings with the SEC; investigations or actions by governmental authorities or regulators and the consequences thereof, including the imposition of civil or criminal penalties; and the risk that the Company may become subject to stockholder lawsuits or claims. It is very difficult to predict the effect of known factors, and the Company cannot anticipate all factors that could affect actual results that may be important to an investor. All forward-looking information should be evaluated in the context of these risks, uncertainties, and other factors, including those factors disclosed under “Risk Factors” in the Company’s Annual Report on Form 10-K filed with the SEC on June 29, 2023 and the Company’s subsequent reports filed with the SEC.

All forward-looking statements in this Form 12b-25 are based on information available to the Company as of the date hereof. The Company undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

EDGIO, INC.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 13, 2023

By: /s/ Stephen Cumming
Name: Stephen Cumming
Title: Chief Financial Officer
