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INKTOMI CORP  
Form 8-K  
April 12, 2001

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

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FORM 8-K

CURRENT REPORT  
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Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

MARCH 28, 2001  
(Date of earliest event reported)

0-24339  
(Commission File Number)

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INKTOMI CORPORATION  
(Exact name of Registrant as specified in its charter)

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DELAWARE  
(State of Incorporation)

94-3238130  
(I.R.S. Employer Identification No.)

4100 EAST THIRD AVENUE  
FOSTER CITY, CALIFORNIA 94404  
(Address of principal executive offices)

(650) 653-2800  
(Registrant's telephone number, including area code)

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ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On March 28, 2001, Inktomi Corporation ("Inktomi"), the Registrant, consummated its divestiture of its Commerce Division pursuant to an Asset Purchase Agreement dated as of January 18, 2001 by and between e-centives, Inc. ("e-centives") and Inktomi. Under the agreement, Inktomi sold the business assets of its Commerce Division and e-centives hired certain employees of the Commerce Division. In exchange for the assets, consisting primarily of contracts, intellectual property and computer equipment, Inktomi received 2,551,700 shares of Common Stock of e-centives, of which 382,755 shares are held in escrow pending satisfaction of certain performance criteria, and 627,925 shares are held in escrow subject to claims for indemnity by e-centives. Inktomi also received a warrant to purchase up to 1,860,577 shares of e-centives on or after March 28, 2006, which will become exercisable upon the achievement of certain performance criteria by the Commerce Division.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

Pursuant to Item 7 of Form 8-K, certain financial information is required.

(a) Pro Forma Financial Information.

The requirement to include pro forma financial information is met through the inclusion of supplemental financial information as Exhibit 99.1.

(b) Exhibits.

Exhibit No. -----	Description -----
2.1	Asset Purchase Agreement between e-centives, Inc. ("Buyer") and Inktomi Corporation ("Seller"), dated January 18, 2001
2.2	Amendment No. 1 to Asset Purchase Agreement
2.3	Amendment No. 2 to Asset Purchase Agreement
2.4	Amendment No. 3 to Asset Purchase Agreement
2.5	e-centives, Inc. Common Stock Purchase Warrant
99.1	Inktomi Corporation Pro Forma Condensed Consolidated Financial Information

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INKTOMI CORPORATION

Dated: April 12, 2001

By: /s/ JERRY M. KENNELLY

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Jerry M. Kennelly  
Executive Vice President and  
Chief Financial Officer

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