

Whittle John  
Form 4  
February 19, 2019

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Whittle John

(Last) (First) (Middle)

C/O FORTINET, INC., 899 KIFER ROAD

(Street)

SUNNYVALE, CA 94086

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FORTINET INC [FTNT]

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2019

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP CorpDev&Strat Alliance, GC

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 02/15/2019                           |  | S <sup>(1)</sup>               |   | 328 <sup>(2)</sup>  | D  | \$ 83.36  |
| Common Stock                    | 02/19/2019                           |  | M <sup>(1)</sup>               |   | 626   | A  | \$ 23.83  |
| Common Stock                    | 02/19/2019                           |  | M <sup>(1)</sup>               |   | 626   | A  | \$ 37.24  |
| Common Stock                    | 02/19/2019                           |  | S <sup>(1)</sup>               |   | 1,100 <sup>(3)</sup>  | D  | \$ 83.3655 <sup>(4)</sup>                             |
| Common Stock                    | 02/19/2019                           |  | S <sup>(1)</sup>               |   | 152 <sup>(3)</sup>  | D  | \$ 84.191 <sup>(5)</sup>                              |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified stock option (right to buy)  | \$ 23.83   | 02/19/2019                           |  | M <sup>(1)</sup>               | 626   | <sup>(6)</sup> 02/11/2023                                | Common Stock  | 626                        |
| Non-qualified stock option (right to buy)  | \$ 37.24   | 02/19/2019                           |  | M <sup>(1)</sup>               | 626   | <sup>(7)</sup> 02/16/2024                                | Common Stock  | 626                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Whittle John<br>C/O FORTINET, INC.<br>899 KIFER ROAD<br>SUNNYVALE, CA 94086 |               |           | VP CorpDev&Strat Alliance, GC |       |

## Signatures

/s/ Robert Turner, by power of attorney  
02/19/2019  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person on March 9, 2018.

(2) These shares were previously acquired by the Reporting Person under the Issuer's employee stock purchase plan on February 14, 2019.

(3) Represents the aggregate of sales effected on the same day at different prices.

(4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$83.13 to \$83.57 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(5) Represents the weighted average sales price per share. The shares sold at prices ranging from \$84.19 to \$84.20 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(6) 1/4 of the shares subject to the option vested on February 11, 2017 and 1/48 of the shares subject to the option vests monthly thereafter.

(7) 1/4 of the shares subject to the option vested on February 16, 2018 and 1/48 of the shares subject to the option vests monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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