

FORTINET INC  
Form 4  
February 03, 2017

**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 \*  
Xie Michael

(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)  
02/01/2017

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, Engineering & CTO

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	(A) or (D)	Price
Common Stock	02/01/2017		M <sup>(1)</sup>		2,500	A	\$ 0
Common Stock	02/01/2017		M <sup>(2)</sup>		2,500	A	\$ 0
Common Stock	02/01/2017		M <sup>(3)</sup>		2,500	A	\$ 0
Common Stock	02/01/2017		M <sup>(4)</sup>		10,000	A	\$ 0
Common Stock	02/01/2017		A <sup>(5)</sup>		14,238	A	\$ 0

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Common Stock	02/01/2017	<u>F</u> <sup>(6)</sup>	12,643	D	\$ 33.1	6,501,095	D	
Common Stock	02/02/2017	<u>M</u> <sup>(7)</sup>	50,000	A	\$ 8.43	6,551,095	D	
Common Stock	02/02/2017	<u>S</u> <sup>(7)</sup>	<u>69,095</u> <sup>(8)</sup>	D	<u>\$ 33.1456</u> <sup>(9)</sup>	6,482,000	D	
Common Stock						1,632,913	I	See Footnote <u>(10)</u>
Common Stock						1,632,913	I	See Footnote <u>(11)</u>
Common Stock						1,991,686	I	See Footnote <u>(12)</u>
Common Stock						462,488	I	See footnote <u>(13)</u>

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(14)</u>	02/01/2017		<u>M</u> <sup>(1)</sup>	2,500	<u>(15)</u> <u>(15)</u>	Common Stock	2,500	
Restricted Stock Units	\$ 0 <u>(14)</u>	02/01/2017		<u>M</u> <sup>(2)</sup>	2,500	<u>(16)</u> <u>(16)</u>	Common Stock	2,500	
Restricted Stock Units	\$ 0 <u>(14)</u>	02/01/2017		<u>M</u> <sup>(3)</sup>	2,500	<u>(17)</u> <u>(17)</u>	Common Stock	2,500	



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- (14) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- 25% of the RSUs vested on February 1, 2014, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- (15) 25% of the RSUs vest on February 1, 2015, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- (16) 25% of the RSUs vest on February 1, 2016, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- (17) 25% of the RSUs vest on February 1, 2017, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- (18) The option is 100% vested and exercisable.
- (19)

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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