| SEC Form 4 |  |
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## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

|                          |                 |                       | or Section 30(n) of the investment Company Act of 1940                                |   |                                   |                       |  |  |  |
|--------------------------|-----------------|-----------------------|---|---|-----------------------------------|-----------------------|--|--|--|
| 1. Name and Addres       | ss of Reporting | g Person <sup>*</sup> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>Fortinet</b> , <b>Inc. FTNT</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |                                   |                       |  |  |  |
| <u>Hu Jean X.</u>        |                 |                       |   | X   | Director                          | 10% Owner             |  |  |  |
| (Last)<br>C/ FORTINET, 1 | TINET, INC.     |                       | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/18/2020                        |   | Officer (give title below)        | Other (specify below) |  |  |  |
| 899 KIFER ROAD           |                 |                       | 4. If Amendment, Date of Original Filed (Month/Day/Year)                              | 6. Individual or Joint/Group Filing (Check Applicable Line)             |                                   |                       |  |  |  |
| (Street)                 |                 |                       |   | X Form filed by One Reporting Person                                    |                                   |                       |  |  |  |
| SUNNYVALE                | CA              | 94086                 | _   |   | Form filed by More that<br>Person | an One Reporting      |  |  |  |
| (City)                   | (State)         | (Zip)                 |   |   |                                   |                       |  |  |  |
|                          |                 | Table I - Non-Deri    | vative Securities Acquired, Disposed of, or Bene                                      | ficially  | Owned                             |                       |  |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code (                  | ction | Disposed Of | Disposed Of (D) (Instr. 3, 4 and<br>5) |        | Securities<br>Beneficially         | (D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|-------------------------|-------|-------------|--|--------|------------------------------------|-----------------------------------|---|
|                                 |  |   | Code                    | v     | Amount      | (A) or<br>(D)                          | Price  | Transaction(s)<br>(Instr. 3 and 4) |                                   | (1130. 4)   |
| Common Stock                    | 06/18/2020                                 |   | <b>M</b> <sup>(1)</sup> |       | 2,132       | A                                      | \$0.00 | 2,132                              | D                                 |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |       | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----|-------|--|--------------------|--|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D)   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Restricted<br>Stock<br>Units                        | \$0.00 <sup>(2)</sup>   | 06/18/2020                                 |   | <b>M</b> <sup>(1)</sup>      |   |     | 2,132 | (3)  | (3)                | Common<br>Stock  | 2,132                                  | \$0.00  | 0  | D  |  |

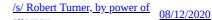
### Explanation of Responses:

1. Vesting of restricted stock units ("RSUs") granted to the Reporting Person on November 14, 2019.

2. Each RSU represents a contingent right to receive one share of the Issuer's common stock.

3. The RSUs will vest as to 100% of the underlying shares on the earlier of (i) June 30, 2020 and (ii) the date immediately preceding the Issuer's 2020 annual meeting of shareholders, subject to the Reporting Person's provision of services to the Issuer on such vesting date. Shares of the Issuer's Common Stock will be delivered to the Reporting Person following vesting.

### **Remarks:**



\*\* Signature of Reporting Person Date

attorney

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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