#### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## Schedule 13G

### INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No. 2) \*

Amenament No. 2)

Fortinet, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

34959E109

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b)

□ Rule 13d-1(c)

x Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 14 Pages Exhibit Index Contained on Page 13

13 G

Page 2 of 14

1	NAME OF REPORTIN	G PERSON	Meritech Capital Partners II L.P. ("MCP II")							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) $\Box$ (b)									
3	SEC USE ONLY									
4	CITIZENSHIP OR PLA Delaware	ACE OF ORGA	NIZATION							
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	5	SOLE VOTING POWER 3,513,828 shares, except that Meritech Capital Associa partner of MCP II, may be deemed to have sole voting Meritech Management Associates II L.L.C. ("MMA II may be deemed to have sole voting power with respect ("Madera") and Michael Gordon ("Gordon"), the man deemed to have shared voting power with respect to su	power with res "), a managing t to such shares aging members	pect to su member ( , and Paul	ich shares, of MCA II l Madera	,			
	REPORTING	6	6 SHARED VOTING POWER See response to row 5.							
	PERSON WITH		SOLE DISPOSITIVE POWER 3,513,828 shares, except that MCA II, the general part sole dispositive power with respect to such shares, MM may be deemed to have sole dispositive power with re- Gordon, the managing members of MMA II, may be d power with respect to such shares.	/IA II, a managi spect to such sh	ng memb ares, and	er of MCA Madera ar	۱I <u>ا</u>			
		8	SHARED DISPOSITIVE POWER See response to row 7.							
9	AGGREGATE AMOUN	NT BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON			3,513	,828			
10	CHECK BOX IF THE A	AGGREGATE A	AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES*							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.8%									
12	TYPE OF REPORTING	FPERSON*					PN			

13 G

Page 3 of 14

1	NAME OF REPORTING	NAME OF REPORTING PERSON Meritech Capital Affiliates II L.P. ("MC AFF II")								
2	CHECK THE APPROPI	RIATE BOX IF	F A MEMB	ER OF A GROUP*	(a)		(b)	х		
3	SEC USE ONLY									
4	CITIZENSHIP OR PLA Delaware	CE OF ORGANIZATION								
NUMBER OF SHARES BENEFICIALLY		5	90,41 have II, ma Gorde	E VOTING POWER 4 shares, except that MCA II, the general partner of sole voting power with respect to such shares, MM ay be deemed to have sole voting power with respection, the managing members of MMA II, may be de respect to such shares.	1A II, a managet to such share	ing mem res, and N	ber of MCA Aadera and			
	OWNED BY EACH REPORTING PERSON WITH		-	RED VOTING POWER esponse to row 5.						
			90,41 have MCA Made	E DISPOSITIVE POWER 4 shares, except that MCA II, the general partner of sole dispositive power with respect to such shares, II, may be deemed to have sole dispositive power ra and Gordon, the managing members of MMA I sitive power with respect to such shares.	, MMA II, a m with respect t	anaging r o such sh	nember of ares, and			
		8	-	RED DISPOSITIVE POWER esponse to row 7.						
9	AGGREGATE AMOUN	T BENEFICIA	ALLY OWN	NED BY EACH REPORTING PERSON			90,	,414		
10	CHECK BOX IF THE A	CK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*								
11	PERCENT OF CLASS F	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%								
12	TYPE OF REPORTING	PERSON*						PN		

13 G

Page 4 of 14

1	NAME OF REPORTING	<b>FPERSON</b>	NAME OF REPORTING PERSON MCP Entrepreneur Partners II L.P. ("MEP II")								
2	CHECK THE APPROPI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) $\Box$ (b) x									
3	SEC USE ONLY	LY									
4	CITIZENSHIP OR PLA Delaware	ACE OF ORGANIZATION									
NUMBER OF SHARES BENEFICIALLY		5	SOLE VOTING POWER 26,870 shares, except that MCA II, the ge sole voting power with respect to such sha be deemed to have sole voting power with the managing members of MMA II, may b to such shares.	ares, MMA II, a managing respect to such shares, ar	, member o nd Madera a	f MCA II, r and Gordon	nay ı,				
	OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER See response to row 5.								
			SOLE DISPOSITIVE POWER 26,870 shares, except that MCA II, the ges sole dispositive power with respect to such may be deemed to have sole dispositive po Gordon, the managing members of MMA power with respect to such shares.	h shares, MMA II, a mana ower with respect to such	ging memb shares, and	oer of MCA I Madera an	II,				
		8	SHARED DISPOSITIVE POWER See response to row 7.								
9	AGGREGATE AMOUN	T BENEFICIA	LLY OWNED BY EACH REPORTING PERS	ON		26,	,870				
10	CHECK BOX IF THE A	HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*									
11	PERCENT OF CLASS F	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%									
12	TYPE OF REPORTING	PERSON*					PN				

13 G

Page 5 of 14

1	NAME OF REPORTING	G PERSON	Meritech C	Capital Associates II L.L.C					
2	CHECK THE APPROP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) $\Box$ (b) x							
3	SEC USE ONLY								
4	CITIZENSHIP OR PLA Delaware	NSHIP OR PLACE OF ORGANIZATION re							
NUMBER OF SHARES BENEFICIALLY		5	SOLE VOTING POWER 3,631,112 shares, of which 3,513,828 shares are held by MCP II, 90,414 shares are held by MC AFF II, and 26,870 shares are held by MEP II, for whom MCA II serves as general partner, except that MMA II, a managing member of MCA II, may be deemed to have sole power to vote these shares, and Madera and Gordon, the managing members of MMA II, may be deemed to have shared power to vote these shares.						
	OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER See response to row 5.						
			3,631,112 sha MC AFF II, a partner, excep power to disp	OSITIVE POWER ares, of which 3,513,828 shares are he and 26,870 shares are held by MEP II, ot that MMA II, a managing member ose of these shares, and Madera and C emed to have shared power to dispose	, for whom MCA of MCA II, may b Gordon, the manag	II serves a e deemed	s general to have sole		
		8	SHARED DIS See response	SPOSITIVE POWER to row 7.					
9	AGGREGATE AMOUN	T BENEFICIA	LLY OWNED BY	EACH REPORTING PERSON			3,631,112		
10	CHECK BOX IF THE A	GGREGATE A	MOUNT IN ROW	V (9) EXCLUDES CERTAIN SHARE	ES*				
11	PERCENT OF CLASS I	REPRESENTEI	) BY AMOUNT II	N ROW 9			4.9%		
12	TYPE OF REPORTING	PERSON*					OC		

13 G

Page 6 of 14

1	NAME OF REPORTIN	G PERSON	NAME OF REPORTING PERSON Meritech Management Associates II L.L.C							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) $\Box$ (b) x									
3	SEC USE ONLY	SEC USE ONLY								
4	CITIZENSHIP OR PLA Delaware	R PLACE OF ORGANIZATION								
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 3,631,112 shares, of which 3,513,828 shares are held b MC AFF II, and 26,870 shares are held by MEP II. M of MCA II, the general partner of such entities. Mader of MMA II, may be deemed to have shared power to v	MA II serves as a and Gordon,	s a manag the manag	ing member				
	OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER See response to row 5.							
			SOLE DISPOSITIVE POWER 3,631,112 shares, of which 3,513,828 shares are held b MC AFF II, and 26,870 shares are held by MEP II. M of MCA II, the general partner of such entities. Mader of MMA II, may be deemed to have shared power to d	MA II serves as a and Gordon,	s a manag the manag	ing member				
		8	SHARED DISPOSITIVE POWER See response to row 7.							
9	AGGREGATE AMOUN	T BENEFICIA	LLY OWNED BY EACH REPORTING PERSON			3,631,112				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*									
11	PERCENT OF CLASS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.								
12	TYPE OF REPORTING	PERSON*				00				

13 G

Page 7 of 14

1	NAME OF REPORTING	<b>FPERSON</b>		Paul Madera					
2	CHECK THE APPROPF	RIATE BOX IF	IF A ME	MBER OF A GROUP*	(a)		(b) x		
3	SEC USE ONLY								
4	CITIZENSHIP OR PLA U.S. Citizen	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen							
NUMBER OF		5		SOLE VOTING POWER 307 shares					
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		3 M ei	HARED VOTING POWER ,631,419 shares, of which 3,513,828 shares are he IC AFF II, and 26,870 shares are held by MEP II. ntities and Madera, as a managing member of MM aay be deemed to have shared power to vote these	MCA II is the g IA II, a managing	CA II is the general partner of sull, a managing member of MCA			
			SOLE DISPOSITIVE POWER 307 shares						
			SHARED DISPOSITIVE POWER 3,631,419 shares, of which 3,513,828 shares are held by MCP II, 90,414 shares are held by MC AFF II, and 26,870 shares are held by MEP II. MCA II is the general partner of such entities and Madera, as a managing member of MMA II, a managing member of MCA II, may be deemed to have shared power to dispose of these shares.						
9	AGGREGATE AMOUN	T BENEFICIA	ALLY C	WNED BY EACH REPORTING PERSON			3,631,419		
10	CHECK BOX IF THE A	GGREGATE A	AMOU	NT IN ROW (9) EXCLUDES CERTAIN SHARE	S*				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4						4.9%		
12	TYPE OF REPORTING PERSON*						IN		

13 G

Page 8 of 14

1	NAME OF REPORTING	PERSON	]	Michael Gordon					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) $\Box$ (b) :								
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen								
NUMBER OF		5		SOLE VOTING POWER 307 shares					
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		3,6 MC ent	ARED VOTING POWER 31,419 shares, of which 3,513,828 shares are held C AFF II, and 26,870 shares are held by MEP II. I ities and Gordon, as a managing member of MMA y be deemed to have shared power to vote these sl	MCA II is the gen II, a managing	CA II is the general partner of sull, a managing member of MCA			
			SOLE DISPOSITIVE POWER 307 shares						
			SHARED DISPOSITIVE POWER 3,631,419 shares, of which 3,513,828 shares are held by MCP II, 90,414 shares are held by MC AFF II, and 26,870 shares are held by MEP II. MCA II is the general partner of such entities and Gordon, as a managing member of MMA II, a managing member of MCA II, may be deemed to have shared power to dispose of these shares.						
9	AGGREGATE AMOUN	T BENEFICIA	ALLY OV	WNED BY EACH REPORTING PERSON			3,631,419		
10	CHECK BOX IF THE A	GGREGATE A	AMOUN	T IN ROW (9) EXCLUDES CERTAIN SHARES	*				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						4.9%		
12	TYPE OF REPORTING PERSON*						IN		

13 G

This Amendment No. 2 (this "Amendment No. 2") amends the Statement on Schedule 13G, as amended by Amendment No. 1, previously filed by Meritech Capital Partners II L.P., a Delaware limited partnership, Meritech Capital Affiliates II L.P., a Delaware limited partnership, MCP Entrepreneur Partners II L.P., a Delaware limited partnership, Meritech Capital Associates II L.L.C., a Delaware limited liability company, Paul Madera and Michael Gordon (together, the "Reporting Persons").

ITEM 1(A). <u>NAME OF ISSUER</u> Fortinet, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1090 Kifer Road Sunnyvale, CA 94086

#### ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Meritech Capital Partners II L.P., a Delaware limited partnership ("MCP II"), Meritech Capital Affiliates II L.P., a Delaware limited partnership ("MCP II"), Meritech Capital Associates II L.L.C., a Delaware limited liability company ("MCA II"), Meritech Management Associates II L.L.C., a Delaware limited liability company ("MCA II"), Meritech Management Associates II L.L.C., a Delaware limited liability company ("MCA II"), Meritech Management Associates II L.L.C., a Delaware limited liability company ("MCA II"), Meritech Management Associates II L.L.C., a Delaware limited liability company ("MCA II"), Paul Madera ("Madera") and Michael Gordon ("Gordon"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

MCA II is the general partner of each of MCP II, MC AFF II and MEP II, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP II, MC AFF II and MEP II. MMA II is a managing member of MCA II and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP II, MC AFF II and MEP II. Madera and Gordon are managing members of MMA II and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP II, MC AFF II and MEP II. MATHER MARKED AFF II and MEP II.

#### ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Meritech Capital Partners 245 Lytton Ave, Suite 350 Palo Alto, CA 94301

ITEM 2(C). <u>CITIZENSHIP</u>

MCP II, MC AFF II and MEP II are Delaware limited partnerships. MCA II and MMA II are Delaware limited liability companies. Madera and Gordon are United States citizens.

#### ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock CUSIP # 34959E109

ITEM 3. <u>Not Applicable</u>.

## ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

#### (a) <u>Amount beneficially owned</u>:

See Row 9 of cover page for each Reporting Person.

#### (b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) <u>Number of shares as to which such person has</u>:
  - (i) <u>Sole power to vote or to direct the vote</u>:

See Row 5 of cover page for each Reporting Person.

(ii) <u>Shared power to vote or to direct the vote</u>:

See Row 6 of cover page for each Reporting Person.

(iii) <u>Sole power to dispose or to direct the disposition of</u>:

See Row 7 of cover page for each Reporting Person.

(iv) <u>Shared power to dispose or to direct the disposition of</u>:

See Row 8 of cover page for each Reporting Person.

## ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

## ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

# ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

CUSIP NO. 34	959E109	13 G	Page 11 of 14				
ITEM 8.	IDENTIFICATION AND CLASSI	FICATION OF MEMBERS OF THE GROUP					
	Not applicable.						
ITEM 9.	NOTICE OF DISSOLUTION OF	GROUP					
	Not applicable.						
ITEM 10.	<b>CERTIFICATION</b>						
	Not applicable.						

#### 13 G

#### SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2011

MERITECH CAPITAL PARTNERS II L.P.

By: Meritech Capital Associates II L.L.C. its General Partner

By: Meritech Management Associates II L.L.C. a managing member

By:/s/ Paul S. Madera Paul S. Madera, a managing member

MERITECH CAPITAL AFFILIATES II L.P.

By: Meritech Capital Associates II L.L.C. its General Partner

By: Meritech Management Associates II L.L.C. a managing member

By:/s/ Paul S. Madera Paul S. Madera, a managing member

MCP ENTREPRENEUR PARTNERS II L.P.

By: Meritech Capital Associates II L.L.C. its General Partner

By: Meritech Management Associates II L.L.C. a managing member

By:/s/ Paul S. Madera

Paul S. Madera, a managing member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

MERITECH CAPITAL ASSOCIATES II L.L.C.

By: Meritech Management Associates II L.L.C. a managing member

By:/s/ Paul S. Madera Paul S. Madera, a managing member

MERITECH MANAGEMENT ASSOCIATES II L.L.C.

By:/s/ Paul S. Madera Paul S. Madera, a managing member

/s/ Paul S. Madera Paul S. Madera

/s/ Michael B. Gordon Michael B. Gordon

EXHIBIT INDEX

Exhibit A: Agreement of Joint Filing

Found on Sequentially Numbered Page

14

#### EXHIBIT A

## Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Fortinet, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.