FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

## **OMB APPROVAL** OMB Number: 3235-0287

Estimated average burden hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 193
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  Jensen Keith  (Last) (First) (Middle)  C/O FORTINET, INC.  899 KIFER ROAD					2. Issuer Name and Ticker or Trading Symbol Fortinet, Inc. [ FTNT ]									Check all app Direc	ationship of Reporting (all applicable) Director		10% Ov	wner
					3. Date of Earliest Transaction (Month/Day/Year) 05/01/2022								below				Other (specify below) ng Officer	
(Street) SUNNYVALE CA 94086				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person				
(City)	(S	state)	(Zip)															
		Tab	le I - No	n-Deriv	vative	Se	curiti	es Ac	quired	, Dis	sposed	of, or Be	enefici	ally Owne	d			
[			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			Benefic Owned	ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership		
						v	Amount	(A) or Pric		Transa	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)				
Common	non Stock		05/01	1/2022				M <sup>(1)</sup>		982	Α	\$0.0	00 1	1,865		D		
Common	Stock			05/01	/2022				M <sup>(1)</sup>		848	A	\$0.0	00 2	2,713		D	
Common	Stock			05/01	/2022				M <sup>(1)</sup>		799	A	\$0.0	00 3	3,512		D	
Common	Common Stock		05/01	01/2022				F <sup>(2)</sup>		1,305 D		\$289	.01 2	2,207		D		
		T	able II								osed of convert			ly Owned )				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	(Month/Day/Year) if any		ned on Date, Day/Year)	4. Transaction Code (Instr. 8)		on of		6. Date Exercis Expiration Date (Month/Day/Yea		e	7. Title an Amount of Securities Underlyin Derivative (Instr. 3 a	of S g Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amoun or Number of Shares					
Restricted Stock Units	\$0.00 <sup>(3)</sup>	05/01/2022			M <sup>(1)</sup>			982	(4)		(5)	Common Stock	982	\$0.00	2,946	5	D	
Restricted Stock Units	\$0.00 <sup>(3)</sup>	05/01/2022			M <sup>(1)</sup>			848	(6)		(5)	Common Stock	848	\$0.00	5,942	2	D	
Restricted Stock	\$0.00 <sup>(3)</sup>	05/01/2022			M <sup>(1)</sup>			799	(7)		(5)	Common Stock	799	\$0.00	8,787	,	D	

## **Explanation of Responses:**

- 1. Vesting of restricted stock units ("RSUs") previously granted to the Reporting Person.
- 2. Exempt transaction pursuant to Section 16b-3(e) payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of restricted stock units.
- 3. Each RSU represents a contingent right to receive one share of the Issuer's common stock upon vesting
- 4. 25% of the RSUs vested on February 1, 2020, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter until 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.
- 5. RSUs do not expire; they either vest or are canceled prior to the vesting date.
- 6. 25% of the RSUs vested on February 1, 2021, and the remaining 75% of the RSUs will vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the Reporting Person's provision of service to the Issuer on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting
- 7. 25% of the RSUs vested on February 1, 2022, and the remaining 75% of the RSUs will vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the Reporting Person's provision of service to the Issuer on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting

## Remarks:

/s/ Robert Turner, by power of attorney

05/03/2022

\*\* Signature of Reporting Person

Date

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.