

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)
June 22, 2022**

FORTINET, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34511
(Commission
File Number)

77-0560389
(IRS Employer
Identification No.)

899 Kifer Road
Sunnyvale, CA 94086
(Address of principal executive offices, including zip code)

(408) 235-7700
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Exchange Act:

(Title of each class)	(Trading Symbol)	(Name of exchange on which registered)
Common Stock, \$0.001 Par Value	FTNT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously announced, at the Annual Meeting of Stockholders of Fortinet, Inc. (“Fortinet”) held on June 17, 2022 (the “Annual Meeting”), Fortinet’s stockholders approved an amended and restated certificate of incorporation for Fortinet (the “Restated Certificate”) in order to implement a five-for-one forward stock split (the “Stock Split”) and to make certain other changes as reflected in the Restated Certificate and described in Fortinet’s Definitive Proxy Statement for the Annual Meeting, as filed with the Securities and Exchange Commission on May 2, 2022. The Restated Certificate was previously approved by Fortinet’s Board of Directors (the “Board of Directors”), subject to the adoption of Fortinet’s stockholders.

The Restated Certificate became effective upon acceptance of the filing by the Secretary of State of the State of Delaware (the “Effective Time”). Pursuant to the Restated Certificate, the Stock Split and the proportional increase to the number of authorized shares of Fortinet’s common stock (the “Share Increase”) also became effective at the Effective Time. As of the Effective Time, book-entries representing outstanding shares of Fortinet’s common stock immediately represented a number of shares equal to the same number of shares of common stock as is reflected on the book-entries, multiplied by five.

The foregoing description of the Restated Certificate, including the Stock Split and the Share Increase, is qualified in its entirety by reference to the Restated Certificate, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation
104	Cover Page Interactive Data File - the cover page for this Current Report on Form 8-K is formatted in iXBRL

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 22, 2022

By:

FORTINET, INC.

/s/ JOHN WHITTLE

John Whittle

Executive Vice President and General Counsel

FORTINET, INC.

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Fortinet, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. That the name of the corporation is Fortinet, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on November 28, 2000, under the name “Appligation, Inc.” changed its name to “ApSecure, Inc.” pursuant to a Certificate of Amendment of Certificate of Incorporation filed on December 12, 2000, changed its name to “Fortinet, Inc.” pursuant to a Certificate of Amendment of Certificate of Incorporation filed on December 6, 2001, changed its name to “FortiNet, Inc.” pursuant to an Amended and Restated Certificate of Incorporation filed on May 30, 2002 and subsequently changed its name to “Fortinet, Inc.” pursuant to an Amended and Restated Certificate of Incorporation filed on August 15, 2003.

B. The corporation filed an Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on May 29, 2001, May 30, 2002 and August 15, 2003, filed a Certificate of Amendment of Certificate of Incorporation on March 12, 2008, filed an Amended and Restated Certificate of Incorporation on November 23, 2009 and filed an Amended and Restated Certificate of Incorporation on June 22, 2018.

C. This Amended and Restated Certificate of Incorporation was duly adopted by the corporation’s Board of Directors and stockholders in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the “**DGCL**”).

D. The Certificate of Incorporation of the corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the corporation is Fortinet, Inc.

ARTICLE II

The address of the corporation’s registered office in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV

The corporation shall have authority to issue shares as follows:

1,500,000,000 shares of Common Stock, par value \$0.001 per share. Each share of Common Stock shall entitle the holder thereof to one (1) vote on each matter submitted to a vote at a meeting of stockholders.

10,000,000 shares of Preferred Stock, par value \$0.001 per share, which may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board of Directors). The Board of Directors is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

Contingent and effective upon the filing of this Restated Certificate of Incorporation, every one (1) share of Common Stock outstanding or held in treasury will, automatically and without any further action by the corporation

or the stockholders thereof, become five (5) shares of Common Stock outstanding or held in treasury, as applicable (the “Forward Stock Split”). The par value of the Common Stock shall remain \$0.001 per share.

The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in this Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

The number of directors that constitutes the entire Board of Directors of the corporation shall be fixed by, or in the manner provided in, the Bylaws of the corporation.

Subject to the provisions of this Certificate of Incorporation relating to directors elected by the holders of one or more series of Preferred Stock, voting as a separate series or with one or more other series of Preferred Stock, all directors of the corporation will be elected for a term of one-year. Each director shall serve until such director’s successor has been duly elected and qualified or until such director’s earlier death, resignation, or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Vacancies occurring on the Board of Directors for any reason and newly created directorships resulting from an increase in the authorized number of directors may be filled only by vote of a majority of the remaining members of the Board of Directors, although less than a quorum, or by a sole remaining director, at any meeting of the Board of Directors.

Subject to the provisions of this Certificate of Incorporation relating to directors elected by the holders of one or more series of Preferred Stock, voting as a separate series or with one or more other series of Preferred Stock, except as otherwise provided by law, all directors may be removed with or without cause by the affirmative vote of the holders of a majority of the voting power of all then outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the Bylaws of the corporation.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE VIII

No action shall be taken by the stockholders of the corporation except at an annual or special meeting of the stockholders called in accordance with the Bylaws, and no action shall be taken by the stockholders by written consent.

ARTICLE IX

To the fullest extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”) by reason of the

