

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Perche Patrice</u>			2. Issuer Name and Ticker or Trading Symbol <u>Fortinet, Inc. [ FTNT ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>Chief Revenue Off./EVP Supp.</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O FORTINET, INC. 899 KIFER ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SUNNYVALE CA 94086</u>								
(City) (State) (Zip)								

**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	02/09/2023		M		52,085	A	\$9.81	217,819	D	
Common Stock	02/09/2023		M		164,470	A	\$16.9	382,289	D	
Common Stock	02/09/2023		M		133,250	A	\$22.9	515,539	D	
Common Stock	02/09/2023		M		85,685	A	\$34.39	601,224	D	
Common Stock	02/09/2023		S <sup>(1)</sup>		280,515	D	\$58.0584 <sup>(2)</sup>	320,709	D	
Common Stock	02/09/2023		S <sup>(1)</sup>		112,035	D	\$59.1563 <sup>(3)</sup>	208,674	D	
Common Stock	02/09/2023		S <sup>(1)</sup>		179,065	D	\$60.2338 <sup>(4)</sup>	29,609	D	
Common Stock	02/09/2023		S <sup>(1)</sup>		3,879	D	\$60.721 <sup>(5)</sup>	25,730	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$9.81	02/09/2023		M			52,085	(6)	02/20/2025	Common Stock	52,085	\$0.00	0	D	
Stock Option (right to buy)	\$16.9	02/09/2023		M			164,470	(7)	02/21/2026	Common Stock	164,470	\$0.00	3,500	D	
Stock Option (right to buy)	\$22.9	02/09/2023		M			133,250	(8)	02/21/2027	Common Stock	133,250	\$0.00	49,495	D	
Stock Option (right to buy)	\$34.39	02/09/2023		M			85,685	(9)	02/19/2028	Common Stock	85,685	\$0.00	93,145	D	

**Explanation of Responses:**

- The reported transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$57.67 and the highest price at which shares were sold was \$58.66. The Reporting Person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the Issuer or its stockholders, full information regarding the total number of shares sold at each separate price within the ranges set forth in footnotes (2) through (5) to this Form 4.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$58.67 and the highest price at which shares were sold was \$59.66.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$59.67 and the highest price at which shares were sold was \$60.66.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$60.67 and the highest price at which shares were sold was \$60.82.
- 1/4 of the shares subject to the option vested on February 20, 2019 and 1/48 of the shares subject to the option will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
- 1/4 of the shares subject to the option vested on February 21, 2020 and 1/48 of the shares subject to the option will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
- 1/4 of the shares subject to the option vested on February 21, 2021 and 1/48 of the shares subject to the option will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
- 1/4 of the shares subject to the option vested on February 19, 2022, and 1/48 of the shares subject to the option will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.

**Remarks:**

/s/ Robert Turner, by power of attorney      02/10/2023

\*\* 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.**