

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>Meritech Management Associates II L.L.C.</b>			2. Issuer Name and Ticker or Trading Symbol <b>FORTINET INC [ FTNT ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/23/2009</b>			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		
245 LYTTON AVENUE, SUITE 350			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	PALO ALTO	CA	94301					
(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	11/23/2009		C		3,984,647	A	(1)	4,196,110	I	See footnote(2)
Common Stock	11/23/2009		C		1,935,400	A	(3)	6,131,510	I	See footnote(2)
Common Stock	11/23/2009		S		580,620	D	\$11.625	5,550,890	I	See footnote(2)
Common Stock	11/23/2009		C		102,529	A	(1)	107,970	I	See footnote(4)
Common Stock	11/23/2009		C		49,800	A	(3)	157,770	I	See footnote(4)
Common Stock	11/23/2009		S		14,940	D	\$11.625	142,830	I	See footnote(4)
Common Stock	11/23/2009		C		30,471	A	(1)	32,088	I	See footnote(5)
Common Stock	11/23/2009		C		14,800	A	(3)	46,888	I	See footnote(5)
Common Stock	11/23/2009		S		4,440	D	\$11.625	42,448	I	See footnote(5)

**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				
Series D Convertible Preferred Stock	(1)	11/23/2009		C			3,984,647	(1)	(1)	Common Stock	3,984,647	\$0	0	I	See footnote(2)
Series E Convertible Preferred Stock	(3)	11/23/2009		C			1,935,400	(3)	(3)	Common Stock	1,935,400	\$0	0	I	See footnote(2)
Series D Convertible Preferred Stock	(1)	11/23/2009		C			102,529	(1)	(1)	Common Stock	102,529	\$0	0	I	See footnote(4)
Series E Convertible Preferred Stock	(3)	11/23/2009		C			49,800	(3)	(3)	Common Stock	49,800	\$0	0	I	See footnote(4)
Series D Convertible Preferred Stock	(1)	11/23/2009		C			30,471	(1)	(1)	Common Stock	30,471	\$0	0	I	See footnote(5)

**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				
Series E Convertible Preferred Stock	(3)	11/23/2009		C			14,800	(3)	(3)	Common Stock	14,800	\$0	0	I	See footnote <sup>(5)</sup>

1. Name and Address of Reporting Person\*  
[Meritech Management Associates II L.L.C.](#)

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(Last) (First) (Middle)  
245 LYTTON AVENUE, SUITE 350

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(Street)  
PALO ALTO CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[MADERA PAUL S](#)

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(Last) (First) (Middle)  
245 LYTTON AVENUE, SUITE 350

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(Street)  
PALO ALTO CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[MERITECH CAPITAL AFFILIATES II LP](#)

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(Last) (First) (Middle)  
245 LYTTON AVENUE, SUITE 350

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(Street)  
PALO ALTO CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[MERITECH CAPITAL PARTNERS II LP](#)

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(Last) (First) (Middle)  
245 LYTTON AVENUE, SUITE 350

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(Street)  
PALO ALTO CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[MCP ENTREPRENEUR PARTNERS II LP](#)

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(Last) (First) (Middle)  
245 LYTTON AVENUE, SUITE 350

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(Street)  
PALO ALTO CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Meritech Capital Associates II L.L.C.](#)

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(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE 350

(Street)  
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GORDON MICHAEL B

(Last) (First) (Middle)  
245 LYTTON AVENUE, SUITE 350

(Street)  
PALO ALTO CA 94301

(City) (State) (Zip)

**Explanation of Responses:**

1. The Series D Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis upon the closing of the Issuer's initial public offering of common stock and had no expiration date.
2. Shares held directly by Meritech Capital Partners II L.P. ("MCP II"), Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of MCP II, and Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by MCP II. Such persons and entities disclaim beneficial ownership of shares held by MCP II except to the extent of any pecuniary interest therein.
3. The Series E Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis upon the closing of the Issuer's initial public offering of common stock and had no expiration date.
4. Shares held directly by Meritech Capital Associates II L.P. ("MCA II"), Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of MCA II, and Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by MCA II. Such persons and entities disclaim beneficial ownership of shares held by MCA II except to the extent of any pecuniary interest therein.
5. Shares held directly by MCP Entrepreneur Partners II L.P. ("Entrepreneurs"), Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of Entrepreneur, and Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by Entrepreneur. Such persons and entities disclaim beneficial ownership of shares held by Entrepreneur except to the extent of any pecuniary interest therein.

/s/ Paul S. Madera, as a  
managing member of Meritech  
Management Associates II  
L.L.C. 11/23/2009

/s/ Paul S. Madera, as a  
managing member of Meritech  
Management Associates II  
L.L.C., a managing member of  
Meritech Capital Associates II  
L.L.C. 11/23/2009

/s/ Paul S. Madera, as a  
managing member of Meritech  
Management Associates II  
L.L.C., a managing member of  
Meritech Capital Associates II  
L.L.C., the general partner of  
Meritech Capital Partners II L.P. 11/23/2009

/s/ Paul S. Madera, as a  
managing member of Meritech  
Management Associates II  
L.L.C., a managing member of  
Meritech Capital Associates II  
L.L.C., the general partner of  
Meritech Capital Associates II  
L.P. 11/23/2009

/s/ Paul S. Madera, as a  
managing member of Meritech  
Management Associates II  
L.L.C., a managing member of  
Meritech Capital Associates II  
L.L.C., the general partner of  
MCP Entrepreneur Partners II  
L.P. 11/23/2009

/s/ Paul S. Madera 11/23/2009

/s/ Michael B. Gordon 11/23/2009

\*\* 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.