SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 h	hurden									

0.5 hours per response:

1. Name and Address of Reporting Person* GOLDMAN KENNETH A			2. Issuer Name and Ticker or Trading Symbol <u>Fortinet, Inc.</u> [FTNT]	(Checl	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2023		Director Officer (give title below)	10% Owner Other (specify below)					
· · · · · · · · · · · · · · · · · · ·			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	ing (Check Applicable eporting Person aan One Reporting						
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								
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 Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
	Code V Amount		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
Common Stock	06/15/2023		M ⁽¹⁾		1,033	A	\$0.00	16,046	D	
Common Stock								20,750	Ι	By Goldman- Valeriote Family Trust u/a/d 11/15/95 ⁽²⁾
Common Stock								1,000	Ι	By GV Partners L.P. ⁽³⁾

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. Transac Code (Ir 8)		of Deri Sec Acq (A) o Disp of (I (Ins			nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.00 ⁽⁴⁾	06/15/2023		M ⁽¹⁾			1,033	(5)	(6)	Common Stock	1,033	\$0.00	0	D	

Explanation of Responses:

1. Vesting of restricted stock units ("RSUs") granted to the Reporting Person on August 17, 2022.

2. The Reporting Person is a trustee of the Trust and may be deemed to have voting and dispositive power with regard to the shares held by the Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Trust except to the extent of his pecuniary interest therein.

3. GV Partners L.P. is a family limited partnership of which the Reporting Person is the managing member.

4. Each RSU represents a contingent right to receive one share of the Issuer's common stock upon settlement.

5. The RSUs will vest in substantially equal increments on each of September 30, 2022, December 31, 2022, March 31, 2023, and the earlier of (i) June 30, 2023 and (ii) the date immediately preceding the Issuer's 2023 annual meeting of stockholders, subject to the Reporting Person's provision of services to the Issuer on each vesting date. Shares of the Issuer's Common Stock will be delivered to the Reporting Person following vesting.

6. RSUs do not expire; they either vest or are canceled prior to vest date.

Remarks:

/s/ Robert Turner, by power of attorney

06/20/2023

** 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.