FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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)

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

| Name and Address of Reporting Person* Perche Patrice | | | | | | | | | | | | | | | | | all applic Directo | nship of Reporting applicable) Director Dfficer (give title | | son(s) to Iss 10% Ov Other (s | ner | |
|---|---|------------|------------|--|-------------------------------|---|---|--------|---------------|--------|------|--------------------|---|---------------|--------------------------------------|---|--|---|--------------------------------------|--|---------------------------------------|--|
| (Last) (First) (Middle) C/O FORTINET, INC. 899 KIFER ROAD | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/01/2022 | | | | | | | | | | | below) below) Chief Revenue Off./EVP Supp. | | | | . , | |
| (Street) SUNNY (City) | SUNNYVALE CA 94086 | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | dividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | Tab | le I - No | n-Deriv | ative | Sec | urit | ies Ac | quir | ed, D | isį | posed c | of, c | or Ber | nefici | ally | Owned | t | | | | |
| 1. Title of Security (Instr. 3) | | | | 2. Transaction Date (Month/Day/Year) | | ar) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (Instr. | | | | | | | 5. Amount of Securities Beneficially Owned Following | | Forn (D) o | n: Direct or Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Co | de V | , | Amount | | (A) or (D) | Price | , | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | |
| Common Stock | | | | | 1/2022 | | | | М | (1) | | 3,500 |) | A | \$0 | .00 | 141,384 | | | D | | |
| Common Stock 1: | | | | | 1/2022 | | | | М | (1) | | 3,805 | 5 | A | | .00 | 145 | 15,189 | | D | | |
| Common Stock 11/0 | | | | | /2022 | | | | М | (1) | | 3,725 | 5 A | | \$0 | .00 | 148 | 18,914 | | D | | |
| Common Stock 11/01 | | | | | /2022 | | | | F | 2) | | 663 | D : | | \$56 | .42 | 148,251 | | | D | | |
| | | ٦ | Гable II - | | | | | | | | | osed of onverti | | | | | wned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversio or Exercis Price of Derivative Security | | 3A. Deeme | ed n Date, | 4. Transa Code (l 8) | ction | 5. Number of | | 6. Dat | | cisa | able and | 7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4) | | Securit | 8. D S (II | B. Price of Derivative Security Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4) | e los s liy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exerc | isable | | xpiration ate | Title | | Amour or Numbe of Shares | ber | | | | | | |
| Restricted Stock Units | \$0.00 ⁽³⁾ | 11/01/2022 | | | M ⁽¹⁾ | | | 3,500 | (- | 4) | | (5) | | mmon tock | 3,500 | | \$0.00 | 3,500 | | D | | |

\$0.00⁽³⁾

\$0.00⁽³⁾

- 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.

(6)

(7)

3,805

3,725

(5)

(5)

Commo

Stock

Commo

Stock

3,805

3,725

\$0.00

\$0.00

19,040

33,535

D

D

- 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.

11/01/2022

11/01/2022

- 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 yest 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:

Restricted

Restricted

Stock Units

Stock

Units

/s/ Robert Turner, by power of attorney

11/03/2022

** 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).

M⁽¹⁾

M⁽¹⁾

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.