United States Securities and Exchange Commission

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

1. Name and Address of Reporting Person

Whittle John
C/O Fortinet, Inc.
899 Kifer Road
Sunnyvale, CA 94086

2. Issuer Name and Ticker or Trading Symbol

Fortinet, Inc. [FTNT]

3. Date of Earliest Transaction (Month/Day/Year)

08/01/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)


5. Relationship of Reporting Person(s) to Issuer

Director
10% Owner
Officer (give title below)
Other (specify below)

VP Corp Dev & Strat Alliance, GC

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/01/2023</td>
<td>M(1)</td>
<td>2,480</td>
<td>A</td>
<td>$0.00</td>
<td>27,371</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/01/2023</td>
<td>M(1)</td>
<td>2,540</td>
<td>A</td>
<td>$0.00</td>
<td>29,911</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/01/2023</td>
<td>M(1)</td>
<td>1,180</td>
<td>A</td>
<td>$0.00</td>
<td>31,091</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/03/2023</td>
<td>F(2)</td>
<td>3,076</td>
<td>D</td>
<td>$78.03</td>
<td>28,015</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>$0.00(3)</td>
<td>08/01/2023</td>
<td>M(1)</td>
<td>2,480</td>
<td>(4)</td>
<td>2,480</td>
<td>Common Stock</td>
<td>$0.00</td>
<td>4,960</td>
<td>D</td>
<td>Restricted Stock Units</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$0.00(3)</td>
<td>08/01/2023</td>
<td>M(1)</td>
<td>2,540</td>
<td>(6)</td>
<td>2,540</td>
<td>Common Stock</td>
<td>$0.00</td>
<td>15,260</td>
<td>D</td>
<td>Restricted Stock Units</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$0.00(3)</td>
<td>08/01/2023</td>
<td>M(1)</td>
<td>1,180</td>
<td>(7)</td>
<td>1,180</td>
<td>Common Stock</td>
<td>$0.00</td>
<td>11,815</td>
<td>D</td>
<td>Restricted Stock Units</td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Vesting of restricted stock units (“RSUs”) previously granted to the Reporting Person.
2. Exempt transaction pursuant to Section 16b-3(c) - 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 withholding obligations of the Reporting Person resulting from the vesting of restricted stock units.
3. Each RSU represents a contingent right to receive one share of the Issuer's common stock upon settlement.
4. 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 in the Reporting Person upon settlement.
5. RSUs do not expire; they either vest or are canceled prior to the vesting date.
6. 25% of the RSUs vested on February 1, 2022, 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 settlement.
7. 25% of the RSUs will vest on February 1, 2023, 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 settlement.

Remarks:

/\ Robert Turner, by power of attorney
08/03/2023

*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).*


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.