

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 | |
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|---|---|--|
| 1. Name and Address of Reporting Person* <u>Xie Michael</u> (Last) (First) (Middle) C/O FORTINET, INC. 899 KIFER ROAD (Street) SUNNYVALE CA 94086 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>FORTINET INC [FTNT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Engineering & CTO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2018</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>11/05/2018</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 |

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 | 11/02/2018 | | S ⁽¹⁾ | | 9,173 ⁽²⁾ | D | \$72.4765 ⁽³⁾ | 3,699,141 | I | See footnote ⁽⁴⁾ |
| Common Stock | 11/02/2018 | | S ⁽¹⁾ | | 8,268 ⁽²⁾ | D | \$73.3475 ⁽⁵⁾ | 3,690,873 | I | See footnote ⁽⁴⁾ |
| Common Stock | 11/02/2018 | | S ⁽¹⁾ | | 3,700 ⁽²⁾ | D | \$74.2622 ⁽⁶⁾ | 3,687,173 | I | See footnote ⁽⁴⁾ |
| Common Stock | 11/02/2018 | | S ⁽¹⁾ | | 2,400 ⁽²⁾ | D | \$75.6304 ⁽⁷⁾ | 3,684,773 | I | See footnote ⁽⁴⁾ |
| Common Stock | 11/02/2018 | | S ⁽¹⁾ | | 2,400 ⁽²⁾ | D | \$76.2529 ⁽⁸⁾ | 3,682,373 | I | See footnote ⁽⁴⁾ |
| Common Stock | 11/02/2018 | | S ⁽¹⁾ | | 2,200 ⁽²⁾ | D | \$77.3186 ⁽⁹⁾ | 3,680,173 | I | See footnote ⁽⁴⁾ |
| Common Stock | 11/02/2018 | | S ⁽¹⁾ | | 950 ⁽²⁾ | D | \$78.32 ⁽¹⁰⁾ | 3,679,223 | I | See footnote ⁽⁴⁾ |
| Common Stock | 11/02/2018 | | S ⁽¹⁾ | | 609 ⁽²⁾ | D | \$79.3679 ⁽¹¹⁾ | 3,678,614 | I | See footnote ⁽⁴⁾ |
| Common Stock | 11/02/2018 | | S ⁽¹⁾ | | 400 ⁽²⁾ | D | \$81.605 ⁽¹²⁾ | 3,678,214 | I | See footnote ⁽⁴⁾ |
| Common Stock | | | | | | | | 6,460,000 | D | |
| Common Stock | | | | | | | | 1,991,686 | I | See Footnote ⁽¹³⁾ |

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 | | | | | |

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 22, 2018.
- Represents the aggregate of sales effected on the same day at different prices
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$71.92 to \$72.91 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Shares held directly by The K.A. Children's Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$72.92 to \$73.91 per share. Full information regarding the number of shares sold at each price shall be provided

upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

6. Represents the weighted average sales price per share. The shares sold at prices ranging from \$73.92 to \$74.90 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

7. Represents the weighted average sales price per share. The shares sold at prices ranging from \$74.96 to \$75.90 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

8. Represents the weighted average sales price per share. The shares sold at prices ranging from \$75.92 to \$76.85 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

9. Represents the weighted average sales price per share. The shares sold at prices ranging from \$76.95 to \$77.79 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

10. Represents the weighted average sales price per share. The shares sold at prices ranging from \$77.95 to \$78.71 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

11. Represents the weighted average sales price per share. The shares sold at prices ranging from \$79.11 to \$79.80 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

12. Represents the weighted average sales price per share. The shares sold at prices ranging from \$81.58 to \$81.68 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

13. Shares held directly by the 2010 K.A. Family Trust dated May 3, 2010, for which the Reporting Person serves as a trustee.

Remarks:

This amendment is being filed to include transactions involving securities indirectly held the Reporting Person that were effected on November 2, 2018, which were inadvertently omitted from the Form 4 filed by the Reporting Person with the U.S. Securities and Exchange Commission on November 5, 2018.

/s/ John Whittle, by power of attorney 11/09/2018

** 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.

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