

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8**  
**REGISTRATION STATEMENT**

*Under*  
*The Securities Act of 1933*

**FORTINET, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**77-0560389**

(I.R.S. Employer  
Identification Number)

**899 Kifer Road**

**Sunnyvale, California 94086**

(Address, including zip code, of principal executive offices)

**2011 Employee Stock Purchase Plan**

(Full title of the plan)

**John Whittle**

**Vice President of Corporate Development,  
General Counsel and Corporate Secretary**

**Fortinet, Inc.**

**899 Kifer Road**

**Sunnyvale, California 94086**

(Name and address of agent for service)

**408-235-7700**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Ran D. Ben-Tzur**

**Fenwick & West LLP**

**801 California Street**

**Mountain View, California 94041**

**650-988-8500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## **DEREGISTRATION OF COMMON STOCK**

On August 2, 2011, Fortinet, Inc. (the "Registrant") filed a Registration Statement on Form S-8 (Registration No. 333-175985) (the "Form S-8") registering 8,000,000 shares of the Registrant's Common Stock, \$0.001 par value per share (the "Shares"), to be issued under the Registrant's 2011 Employee Stock Purchase Plan (the "Plan"). The Registrant is no longer issuing securities under the Plan. This Post-Effective Amendment No. 1 to Form S-8 Registration Statement is being filed in order to deregister all of the Shares that were registered under the Form S-8 and remain unissued under the Plan.

