

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**  
**July 22, 2016**

**FORTINET, INC.**  
(Exact name of registrant as specified in its charter)

**State of Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34511**  
(Commission  
File Number)

**77-0560389**  
(IRS Employer  
Identification No.)

**899 Kifer Road**  
**Sunnyvale, CA 94086**  
(Address of principal executive offices, including zip code)

**(408) 235-7700**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

In May 2016, five former stockholders of Meru Networks, Inc. (“Meru”) voluntarily dismissed shareholder litigation they had filed in the Court of Chancery of the State of Delaware (“Chancery Court”) in connection with the acquisition of Meru by Fortinet, Inc. (“Fortinet”) in July 2015. Pursuant to a July 14, 2016 order issued by the Chancery Court, Fortinet is required to file with a Current Report on Form 8-K the Notice attached hereto as Exhibit 99.1, which Notice is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
99.1	Notice Regarding Payment of Attorneys’ Fees and Expenses dated July 22, 2016

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FORTINET, INC.**

Date: July 22, 2016

By: /s/ JOHN WHITTLE

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**John Whittle**

**Vice President and General Counsel**

## NOTICE REGARDING PAYMENT OF ATTORNEYS' FEES AND EXPENSES

As previously disclosed, on May 27, 2015, Fortinet, Inc., a Delaware corporation ("Fortinet" or the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement") by and among Fortinet, Malbrouck Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Fortinet, and Meru Networks, Inc., a Delaware corporation ("Meru"), pursuant to which Fortinet acquired Meru on July 8, 2015. Between June 4, 2015 and June 12, 2015, five Meru stockholders filed class action lawsuits in the Court of Chancery of the State of Delaware (the "Court") challenging the transaction and alleging that the defendant companies and individual members of Meru's Board of Directors violated applicable laws by breaching their fiduciary duties and/or aiding and abetting such breaches. Defendants' position was that they had not engaged in any such violations. The plaintiffs sought, among other things, additional disclosure of facts relating to the merger in connection with the shareholder vote thereupon, injunctive relief and rescission, as well as fees and costs.

After limited discovery, the parties agreed, in connection with the settlement of plaintiffs' claims and without any admissions of liability on the part of defendants, on certain additional disclosures to Meru's Solicitation/Recommendation Statement on Schedule 14D-9, which were made in a Schedule 14-9/A filing on June 29, 2015. These additional disclosures pertained to the Meru board of directors' financial advisor's fairness opinion, the financial projections provided to the board's financial advisor, the potential conflicts of interest in connection with the merger, and the background of the merger.

On May 5, 2016, the Court entered an order dismissing these lawsuits with prejudice only as to the named plaintiffs, and without prejudice as to any absent members of the putative class. Pursuant to the order, the Court retained jurisdiction of the actions solely for the purpose of adjudicating plaintiffs' counsel's application for an award of attorneys' fees and reimbursement of expenses in connection with mooted disclosure claims asserted by plaintiffs in the actions. The Company subsequently agreed to pay \$200,000 to plaintiffs' counsel for attorneys' fees and expenses in full satisfaction of their claim for attorneys' fees and expenses in the actions. This fee will be paid by Fortinet. The Court has not been asked to review, and will pass no judgment on, the payment of a fee or its reasonableness.

As instructed by the Court, we are providing contact information for plaintiffs' counsel and defendants' counsel, so that they can be reached by any person with questions regarding this matter. Plaintiffs' counsel: W. Scott Holleman, Johnson & Weaver, LLP, 99 Madison Avenue, New York, New York, 212.802.1486. Defendants' counsel: Jay Pomerantz, Fenwick & West, LLP, 801 California Avenue, Mountain View, California, 650.988.8500.