SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Addres	ss of Reportin	g Person [*]		er Name and Ticke		ymbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Sim Judith					•••]		X	Director	10% 0	Owner		
(Last) C/O FORTINET	· · · · · · · · · · · · · · · · · · ·	(Middle)		e of Earliest Transac /2022	ction (Month/E	ay/Year)		Officer (give title below)	Other below	(specify)		
899 KIFER ROAD			4. If Ar	nendment, Date of	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) SUNNYVALE	CA	94086					X	Form filed by One Form filed by Mor Person				
(City)	(State)	(Zip)										
		Table I - Nor	n-Derivative S	ecurities Acq	uired, Disp	oosed of, or Benef	icially	Owned				
1. Title of Security	(Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A		5. Amount of	6. Ownership	7. Nature		

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (8)		5)		Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	12/31/2022		M ⁽¹⁾		1,033	Α	\$0.00	137,690	D	

 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. Transa Code (8)		of Expiration Date Derivative (Month/Day/Year) Securities Acquired		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	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.00 ⁽²⁾	12/31/2022		M ⁽¹⁾			1,033	(3)	(4)	Common Stock	1,033	\$0.00	2,066	D	

Explanation of Responses:

1. Vesting of restricted stock units ("RSUs") granted to the Reporting Person on August 17, 2022.

2. Each RSU represents a contingent right to receive one share of the Issuer's common stock.

3. The RSUs will vest in substantially equal increments on each of September 30, 2022, December 31, 2022, March 31, 2023, and the earlier of (i) June 30, 2023 and (ii) the date immediately preceding the Issuer's 2023 annual meeting of stockholders, subject to the Reporting Person's provision of services to the Issuer on each vesting date. Shares of the Issuer's Common Stock will be delivered to the Reporting Person following vesting.

4. RSUs do not expire; they either vest or are canceled prior to vest date.

Remarks:

/s/ Robert Turner, by power of 01/05/2023

** 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).

** 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.

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.

attorney