SEC Form 4	
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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

# 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

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average burden						
hours per response: 0.5						

1. Name and Address of Reporting Person <sup>*</sup> Redpoint Ventures II, LLC			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>FORTINET INC</u> [FTNT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
(Last) C/O REDPOINT 3000 SAND HIL	(First) VENTURES L ROAD, BLDG, 3	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/23/2009	. Officer (give title Other (specify below) below)
(Street) MENLO PARK (City)	-	94025 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deriencially Owned										
					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
		Code	v	Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
11/23/2009		С		6,726,812	A	(1)	6,726,812	I	See footnote <sup>(2)</sup>	
11/23/2009		С		1,954,800	A	(3)	8,681,612	I	See footnote <sup>(2)</sup>	
11/23/2009		S		868,160	D	\$11.625	7,813,452	I	See footnote <sup>(2)</sup>	
11/23/2009		С		155,541	A	(1)	155,541	I	See footnote <sup>(4)</sup>	
11/23/2009		с		45,200	A	(3)	200,741	I	See footnote <sup>(4)</sup>	
11/23/2009		S		20,074	D	\$11.625	180,667	I	See footnote <sup>(4)</sup>	
	2. Transaction Date (Month/Day/Year) 11/23/2009 11/23/2009 11/23/2009 11/23/2009	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)   11/23/2009 11/23/2009   11/23/2009 11/23/2009   11/23/2009 11/23/2009   11/23/2009 11/23/2009	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transac Code (3)   11/23/2009 Code   11/23/2009 C   11/23/2009 C	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8)   11/23/2009 C V   11/23/2009 C C   11/23/2009 C S   11/23/2009 C C   11/23/2009 C S   11/23/2009 C C   11/23/2009 C C   11/23/2009 C C   11/23/2009 C C	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities A Disposed Of (E   11/23/2009 Code V Amount   11/23/2009 C 6,726,812   11/23/2009 C 1,954,800   11/23/2009 S 868,160   11/23/2009 C 155,541   11/23/2009 C 45,200	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A Disposed Of (D) (Instr. 3)   11/23/2009 Code V Amount (A) or (D)   11/23/2009 C 6,726,812 A   11/23/2009 C 1,954,800 A   11/23/2009 S 868,160 D   11/23/2009 C 155,541 A   11/23/2009 C 45,200 A	$\begin{array}{c c c c c c c c c c c c c c c c c c c $	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)   11/23/2009 C V Amount (A) or (D) Price 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)   11/23/2009 C 0 6,726,812 A (I) 6,726,812   11/23/2009 C I 1,954,800 A (3) 8,681,612   11/23/2009 S 868,160 D \$11.625 7,813,452   11/23/2009 C I 155,541 A (I) 155,541   11/23/2009 C I 45,200 A (3) 200,741	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 9) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 6. Ownership Form: Direct (D) or Indirect (D) or Indirect (D) or Indirect   11/23/2009 C V Amount (A) or (D) Price 5. Amount of Securities Beneficially (Instr. 4) 6. Ownership Form: Direct (D) or Indirect (D) or Indirect (D) or Indirect   11/23/2009 C 6,726,812 A (1) 6,726,812 I   11/23/2009 C Inpote Securities (D) Securities (D) Securities (D) Securities (D) I   11/23/2009 C Inpote Securities (D)	

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

	(e.g., puis, cais, 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)		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)				8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	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	(Instr. 4)			
Series D Convertible Preferred Stock	(1)	11/23/2009		С			6,726,812	(1)	(1)	Common Stock	6,726,812	\$0	0	I	See footnote <sup>(2)</sup>
Series E Convertible Preferred Stock	(3)	11/23/2009		С			1,954,800	(3)	(3)	Common Stock	1,954,800	\$0	0	I	See footnote <sup>(2)</sup>
Series D Convertible Preferred Stock	(1)	11/23/2009		с			155,541	(1)	(1)	Common Stock	155,541	\$0	0	I	See footnote <sup>(4)</sup>
Series E Convertible Preferred Stock	(3)	11/23/2009		с			45,200	(3)	(3)	Common Stock	45,200	\$0	0	I	See footnote <sup>(4)</sup>
		Reporting Person <sup>*</sup>													

(Last) (First) (Middle) C/O REDPOINT VENTURES

3000 SAND HILL ROAD, BLDG. 2, SUITE 290

CA

(Street)

**MENLO PARK** 

94025

(City)	(State)	(Zip)
1. Name and Address		
Redpoint Vent	<u>ures II, L.P.</u>	
(Last)	(First)	(Middle)
C/O REDPOINT	VENTURES	
3000 SAND HILI	L ROAD, BLE	OG. 2, SUITE 290
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address	of Reporting Per	rson <sup>*</sup>
<u>Redpoint Asso</u>	<u>ciates II, LI</u>	<u>LC</u>
(Last)	(First)	(Middle)
C/O REDPOINT	VENTURES	
3000 SAND HILI	L ROAD, BLE	OG. 2, SUITE 290
(Otras a t)		
(Street) MENLO PARK	CA	94025
(City)	(State)	(Zip)

#### Explanation of Responses:

1. The Series D Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis upon the closing of the Issuer's initial public offering of common stock and had no expiration date.

2. Shares held directly by Redpoint Ventures II, LP ("Redpoint Ventures"). Redpoint Ventures II, LLC, the general partner of Redpoint Ventures, possesses sole voting and investment control over the shares held by Redpoint Ventures and may be deemed to have indirect beneficial ownership of the shares held by Redpoint Ventures. Redpoint Ventures II, LLC disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein. Redpoint Ventures II, LLC owns no securities of the Issuer directly.

3. The Series E Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis upon the closing of the Issuer's initial public offering of common stock and had no expiration date.

4. Shares held directly by Redpoint Associates II, LLC which is under common control with Redpoint Ventures.

/s/ John Walecka, Managing Director of Redpoint Ventures II, 11/23/2009 LLC <u>/s/ John Walecka, Managing</u> Director of Redpoint Ventures II, <u>11/23/2009</u> LLC, the General Partner of Redpoint Ventures II, LP /s/ John Walecka, Managing Director of Redpoint Associates 11/23/2009 <u>II, LLC</u>

\*\* 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.