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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the year ended December 31, 2020

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-34511

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 No.)

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

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

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$0.001 Par Value

FTNT

The Nasdaq Stock Market LLC

(Title of each class)

(Trading Symbol)

(Name of exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 (“Exchange Act”) during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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"/>
		Smaller reporting company	<input type="checkbox"/>
Non-accelerated filer	<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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of voting stock held by non-affiliates of the registrant, as of June 30, 2020, the last business day of the registrant’s most recently completed second quarter, was \$14,216,424,929 (based on the closing price for shares of the registrant’s common stock as reported by The Nasdaq Global Select Market on that date). Shares of common stock held by each executive officer, director, and holder of 5% or more of the registrant’s outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 12, 2021, there were 163,190,919 shares of the registrant’s common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive Proxy Statement relating to its 2021 Annual Meeting of Stockholders (“Proxy Statement”) are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Proxy Statement will be filed with the United States Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

FORTINET, INC.
ANNUAL REPORT ON FORM 10-K
For the Year Ended December 31, 2020
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Part I

ITEM 1. Business

Overview

Fortinet is a global leader in cybersecurity solutions provided to a wide variety of organizations, including enterprises, communication service providers, government organizations and small businesses. Our cybersecurity solutions are designed to provide broad visibility and segmentation of the digital attack surface through our integrated Fortinet Security Fabric platform, which features automated protection, detection and response.

The focus areas of our business consist of:

- **Security-Driven Networking**—We derive a majority of product sales from our FortiGate network security appliances. Our FortiGate network security appliances include a broad set of built-in security and networking features and functionalities, including firewall, next-generation firewall, secure web gateway, secure sockets layer (“SSL”) inspection, software-defined wide area network (“SD-WAN”), intrusion prevention system (“IPS”), sandboxing, data leak prevention, virtual private network (“VPN”), switch and wireless controller and wide area network (“WAN”) edge. Our network security appliances are managed by our FortiOS network operating system, which provides the foundation for FortiGate security functions. We enhance the performance of our network security appliances from branch to data center by designing and implementing Security Processing Units (“SPUs”) technology within our appliances, enabling us to add security and network functionality with minimal impact to network throughput performance.
- **Infrastructure Security**—The Fortinet Security Fabric platform extends beyond the network to cover other attack vectors. Other infrastructure solutions covered include teleworker and remote security solutions such as FortiAuthenticator, FortiClient and FortiToken, as well as Secure Access (Wi-Fi and switch).
- **Dynamic Cloud Security**—We help customers connect securely to and across their individual, hybrid and multi-cloud environments by offering security through our virtual firewall and other software products and through integrated capabilities with major cloud platforms. Our public and private cloud security solutions, including virtual appliances and hosted solutions, extend the core capabilities of the Fortinet Security Fabric platform in and across cloud environments, delivering security that follows their applications and data. Our Secure SD-WAN for Multi-Cloud solution automates deployment of an overlay network across different cloud networks and offers visibility, control and centralized management that integrates functionality across multiple cloud environments. Our Cloud Security portfolio also includes securing applications, including email and web. Fortinet cloud security offerings are available for deployment in major public and private cloud environments, including Amazon Web Services, Microsoft Azure, Google Cloud, Oracle Cloud, Alibaba Cloud, IBM Cloud and VMWare Cloud. We also offer managed IPS and web application firewall (“WAF”) rules delivered by FortiGuard Labs as an overlay service to native security offerings offered by Amazon Web Services.
- **Endpoint Protection, Internet of Things (“IoT”) and Operational Technology (“OT”) Security**—We protect end-customers from advanced threats that target their devices and the data that reside on them through our advanced endpoint solutions that provide core endpoint protection, advanced threat protection, incident monitoring, and response. Additionally, the proliferation of IoT and OT devices has generated new opportunities for us to grow our business. We offer network access control solutions that provide visibility, control and automated event responses in order to secure IoT devices.
- **AI-Driven Security Operations**—We develop and provide Artificial Intelligence (“AI”) driven security operations solutions, including FortiGuard and other security subscription services, endpoint detection and response, and our security orchestration, automation and response (“SOAR”) capabilities and solutions, that can be applied across the entire Fortinet Security Fabric platform. These solutions deliver intelligence and insights.

In addition to our security solutions, our customers may purchase FortiGuard and other security subscription services to receive threat intelligence updates and protection updates delivered by FortiGuard Labs, FortiCare technical support services and the support of Technical Account Managers, Resident Engineers and professional service consultants for implementations or training services.

During our year ended December 31, 2020, we generated total revenue of \$2.59 billion and net income of \$488.5 million. See Part II, Item 8 of this Annual Report on Form 10-K for more information on our consolidated balance sheets as of December 31, 2020 and 2019 and our consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years ended December 31, 2020, 2019 and 2018.

We were incorporated in Delaware in November 2000. Our principal executive office is located at 899 Kifer Road, Sunnyvale, California 94086 and our telephone number at that location is (408) 235-7700.

Technology and Architecture

The Fortinet Security Fabric platform helps organizations secure their environments and reduce their security and network complexities. The Fortinet Security Fabric platform has an open architecture designed to connect Fortinet solutions and third-party solutions into a single ecosystem, enabling integration and automation.

Our product offerings consist of our FortiGate network security product family and our non-FortiGate products. Our FortiGate hardware and software licenses are sold with a set of security services in addition to networking features and are run using our proprietary FortiOS operating system. Our security services are enabled by FortiGuard Labs, which provides threat research and artificial intelligence capabilities from a cloud network to deliver protection services to each FortiGate appliance and virtual machine that is registered by the end-customer. All these are combined to form the Fortinet Security Fabric platform, which is an approach to security that ties discrete security solutions together into an integrated whole.

SPU

Our proprietary SPUs are Application-Specific Integrated Circuits ("ASICs") that include (i) the Content Processor ("SPU CP"), (ii) the Network Processor ("SPU NP") and (iii) the System-on-a-Chip ("SPU SoC"). Each successive generation of SPU adds network speed and the capacity to perform security functions. Our SPUs are designed to enhance the security processing capabilities implemented in software by accelerating computationally intensive tasks such as firewall policy enforcement, SD-WAN, network address translation, IPS, threat detection and encryption.

The use of SPUs allows our appliances to deliver security functionality with minimal impact to network throughput performance, which we believe delivers a lower total cost of ownership ("TCO") to our customers. As the security needs of our end-customers increase, we believe that our TCO and our SPUs will give our products a competitive advantage against other architectural approaches.

Entry-level FortiGate products often use the SPU SoC to provide the necessary acceleration at this level. Mid-range FortiGate products use a central processing unit ("CPU") and include the SPU NP and SPU CP hardware acceleration. The high-end FortiGate products use multiple CPUs, SPU CPs and SPU NPs.

FortiOS

Our proprietary FortiOS operating system provides the foundation for the operation of all FortiGate network security appliances, whether physical, virtual, private- or public-cloud based. We make regular updates to FortiOS available through our FortiCare support services. We have made updates to our FortiOS 7.0, as we aim to create a platform that will cover data centers, clouds, edge computing endpoints and networks. Fortinet Security Fabric is powered by FortiOS.

The security and networking capabilities of the Fortinet Security Fabric platform are controlled through FortiOS. The core kernel functions to the security processing feature sets work together to provide a highly integrated solution. FortiOS provides (i) multiple layers of security, including a hardened kernel layer providing protection for the FortiGate system, (ii) a network security layer, providing security for end-customers' network infrastructures and (iii) application content protection, providing security for end-customers' workstations and applications. FortiOS directs the operations of processors and SPUs and provides system management functions such as command line, graphical user interfaces, multiple network and security topology views.

Key high-level functions and capabilities of FortiOS include:

- enablement for the Fortinet Security Fabric platform architecture;
- optionality to configure FortiGate appliances into different security environments, such as our Internal Network Firewall, Next-Generation Firewall and Data Center Firewall;
- configuration of the physical aspects of the appliance, such as ports, onboard Wi-Fi and switching;
- extension of the Fortinet Security Fabric platform through direct management of FortiSwitch and FortiAP devices;
- network functions such as routing and deployment modes (network routing, transparent, sniffer, etc.);
- the ability to deploy and orchestrate SD-WAN instances;
- implementation of security updates from our FortiGuard distribution network, delivering FortiGuard security subscription services and intelligence, such as IPS, antivirus and application control;
- native integrations with major cloud provider platforms; and
- real-time reporting and logging.

FortiOS also enables advanced, integrated routing and switching, allowing end-customers to deploy FortiGate devices within a wide variety of networks, as well as providing a direct replacement solution option for legacy switching and routing equipment. FortiOS implements a suite of commonly used standards-based routing protocols as well as network address translation technologies, allowing the FortiGate appliance to integrate and operate in a wide variety of network environments. Additional features include virtual domain capabilities, which can provide support for multiple customers on a single device or FortiOS instance. FortiOS also provides capabilities for the logging of traffic for forensic analysis purposes, which are particularly important for regulatory compliance initiatives such as payment card industry data security standards. FortiOS is designed to help control network traffic in order to optimize performance by including functionality such as packet classification, queue disciplines, policy enforcement, congestion management, WAN optimization and caching. These features enable administrators to set the appropriate configurations and policies that meet their infrastructure needs.

Products

Our core product offerings consist of our FortiGate product family and our non-FortiGate products, all of which may be purchased to complement commercial and enterprise deployments. Our FortiGate hardware and software licenses are sold with a set of broad security services. These security services are enabled by FortiGuard Labs, which provides extensive threat research and artificial intelligence capabilities from a global cloud network to deliver protection services to each FortiGate appliance that is registered by the end-customer. Our non-FortiGate products span the full range of our customers' core security needs and include the Fortinet Security Fabric platform, email security, cloud security, endpoint protection and other products.

FortiGate

FortiGate offers a broad set of security and networking functions, including firewall, intrusion prevention, anti-malware, VPN, application control, web filtering, anti-spam and WAN acceleration. FortiGate is available as a hardware appliance or as a virtual appliance. All FortiGate appliances run on FortiOS. FortiGate platforms can be centrally managed through both embedded web-based and command line interfaces, as well as through FortiManager, which provides a central management architecture for FortiGate appliances and the Fortinet Security Fabric platform.

By combining multiple network security functions in our purpose-built security platform, FortiGate appliances provide broad, high-quality protection capabilities and deployment flexibility while reducing the operational burden and costs associated with managing multiple point products. With over 35 models in the FortiGate product line, FortiGate is designed to address security requirements for small- to medium-sized businesses, large enterprises and government organizations worldwide.

Typically, all FortiGate hardware appliances include our SPUs to accelerate content and network security features implemented within FortiOS. The significant differences between each model are the performance and scalability targets each model is designed to meet, while the security features and associated services offered are common throughout all models. The FortiGate-20 through -90 series models are designed for perimeter protection for small- to medium-sized businesses and enterprises with distributed offices. The FortiGate-100 through -900 series models are designed for perimeter deployment in medium-sized to large enterprise networks. The FortiGate-1000 through -7000 series models deliver high performance and scalable network security functionality for perimeter, data center and core deployment in large enterprises.

We also incorporate additional technologies within FortiGate appliances that differentiate our solutions, including data leak protection, traffic optimization, SSL inspection, threat vulnerability management and wireless controller technology. In addition to these in-built features, we offer a full range of wireless access points and controllers, complementing FortiGate appliances with the flexibility of wireless local area network access.

Fortinet Security Fabric Platform and Non-FortiGate Products

As part of the Fortinet Security Fabric platform, we offer products that provide network security, endpoint security, cloud security, web-based application security, identity and access management, sandbox protection and email security. The integration of devices using open standards, common operating systems, and unified management platforms enables the sharing and correlation of real-time threat intelligence. The following Fortinet products can operate as part of the Fortinet Security Fabric platform:

- **FortiSwitch**—Our FortiSwitch product family provides secure switching solutions that can be deployed in traditional network switching designs with Layer 2 or Layer 3 access control features. FortiSwitch creates a scalable and secure access layer for customers to connect their end devices, such as computers and laptops, as well as to expand the field of IoT devices.
- **FortiAP**—Our FortiAP product family provides secure wireless networking solutions. FortiAPs allow a variety of management options including from the cloud and directly from our FortiGate firewall product. FortiAPs create a scalable and secure access layer for connecting wireless devices such as computers, laptops, cell phones and tablets, as well as IoT devices.
- **FortiAnalyzer**—Our FortiAnalyzer family of products provides centralized network logging, analyzing and reporting solutions that securely aggregate content and log data from our FortiGate devices, other Fortinet products and third-party devices to enable network logging, analysis and reporting.
- **FortiGate-VM**—FortiGate-VM extends the Fortinet Security Fabric through the cloud on-ramp into the cloud, enabling customers to achieve security-driven networking within the cloud and between clouds and hybrid clouds. FortiGate-VM is powered by Fortinet vSPU (virtual Security Processing Unit) to deliver accelerated security and performance with minimal impact to performance. Our Cloud Networking solution enables better, more secure application experiences for users and branch offices by providing for encrypted data transports, granular segmentation and application-layer protection against advanced threats, and seamless overlay network with uniform policies across multi-clouds. FortiGate-VM is available for all major cloud providers, hypervisors and software-defined network (“SDN”) platforms.
- **FortiManager**—Our FortiManager family of products provides a central and scalable management solution for our FortiGate products, including software updates, configuration, policy settings and security updates. FortiManager facilitates the coordination of policy-based provisioning, device configuration and operating system revision management, as well as network security monitoring and device control.
- **FortiWeb**—Our FortiWeb product family provides web application firewall solutions, including internet protocol (“IP”) reputation and anti-botnet security, distributed denial-of-service protection, protocol validation, application attack signatures and deep learning AI to protect applications against a wide range of threats.
- **FortiMail**—Our FortiMail product family provides secure email gateway solutions. FortiMail utilizes the technologies and security services from FortiGuard Labs to deliver protection against threats that use email as an attack vector. FortiMail also integrates data protection capabilities to avoid data loss.
- **FortiSandbox**—Our FortiSandbox technology delivers proactive detection and mitigation with the ability to generate a directly actionable protection capability. Available in both hardware and cloud-based form, the FortiSandbox subjects suspicious code to a set of multi-layer protection techniques, culminating in execution within an operating system, allowing real-time behavioral analysis to be performed in a secure environment. When malicious code is identified, a signature can be generated locally for distribution across the Fortinet Security Fabric platform.

- **FortiClient**—Our FortiClient provides advanced endpoint protection with pattern-based anti-malware, behavior-based exploit protection, web-filtering and an application firewall. FortiClient integrates with FortiSandbox to detect zero-day threats and custom malware. FortiClient also provides secure remote access with built-in VPN, single-sign-on and two-factor authentication for added security.
- **FortiToken**—Our FortiToken allows organizations to implement two-factor authentication to better safeguard systems, assets and data. With two-factor authentication, a password is used along with a security token and authentication server to provide seamless yet highly secured access between users and applications. Authorized employees can access company resources safely using a variety of devices, ranging from laptops to mobile phones.
- **FortiEDR/XDR**—Our FortiEDR/XDR is an endpoint protection solution that provides both comprehensive machine-learning anti-malware execution and real-time post-infection protection. It automatically detects and defuses potential threats in real time even on already infected hosts. With automated EDR/XDR functions for threat hunting and incident response, FortiEDR/XDR eliminates the breach response time gap, dwell time, and alert fatigue. Additionally, it protects systems and supports broad OS coverage workstations, servers, and virtual machines, including legacy operating and embedded systems.

All of the products listed above are available in multiple form factors, such as hardware, virtual machine, cloud or software-as-a-service (“SaaS”), except for FortiSwitch, FortiAP and FortiExtender, which are available as hardware appliances only and FortiGate-VM and FortiEDR/XDR which are available as virtual solutions only.

In the fourth quarter of 2020, we acquired Panopta Holdings LLC (“Panopta”), a privately held SaaS company providing a platform for monitoring the health and performance of network and information technology (“IT”) infrastructure. We expect that the integration of Panopta technology into our Fortinet Fabric Security platform through FortiMonitor will provide comprehensive network and security operations management solution for enterprises or service providers. In the third quarter of 2020, we acquired OPAQ Networks, Inc. (“OPAQ”), a privately held Secure Access Service Edge (“SASE”) cloud provider, to further enhance the Fortinet Security Fabric platform by helping advance our development of zero-trust network access SASE cloud solutions.

Services

FortiGuard Security Subscription Services

Security requirements are dynamic due to the constantly changing nature of threats. Our FortiGuard security subscription services are designed to quickly deliver new threat detection and prevention capabilities to end-customers worldwide as new threats evolve. Our FortiGuard Labs global threat research team identifies emerging threats, collects threat samples, and replicates, reviews, characterizes and collates attack data through the use of AI, automation and original research. Based on this research, we develop updates for virus signatures, attack definitions, scanning engines and other security solution components to distribute to end-customers. FortiGuard functionality varies depending on which FortiGate and non-FortiGate products the end-customer is using, but will typically include one or more of the following functions: application control, antivirus, intrusion prevention, web filtering, anti-spam, VPN functions, email image analysis, vulnerability management, database functions, web functions, advanced threat protection, sandboxing and domain and IP reputation services.

End-customers purchase FortiGuard security subscription services in advance, typically with terms of one to five years. We provide FortiGuard security subscription services 24 hours a day, seven days a week.

FortiCare Technical Support Services

Our FortiCare support services portfolio includes technical support and extended product warranty. For our standard technical support, our channel partners may provide first-level support to the end-customer. We also provide first-level support to our end-customers, as well as second- and third-level support as appropriate. We also provide knowledge management tools and customer self-help portals to help augment our support capabilities in an efficient and scalable manner. We deliver technical support to partners and end-customers 24 hours a day, seven days a week, through worldwide regional technical support centers. In addition to our technical support services, we offer a range of advanced services, including premium support, professional services and replacement parts delivery.

Service Bundles

We also sell FortiGuard and FortiCare services as bundles, consolidating security services into packages that would be typical for certain types of end-customer.

- **Unified Threat Protection**—Our Unified Threat Protection bundle includes antispam, antivirus, data sanitation, sandbox, application control, intrusion prevention, virus outbreak protection and web filtering, along with FortiCare support services.
- **Enterprise Protection**—Our Enterprise Protection bundle includes application control, intrusion prevention, web filtering, sandbox, antivirus, mobile security, IP reputation and anti-botnet security, antispam, cloud access security broker (“CASB”), industrial control systems, security rating, virus outbreak protection and data sanitation, along with FortiCare support services.
- **Advanced Threat Protection**—Our Advanced Threat Protection bundle includes application control, antivirus, IP reputation and anti-botnet security, mobile security, data sanitation, sandbox, intrusion prevention and virus outbreak protection, along with FortiCare support services.
- **360 Protection**—Our 360 Protection bundle includes application control, intrusion prevention, web filtering, sandbox, antivirus, mobile security, IP reputation and anti-botnet security, antispam, CASB, industrial control systems, security rating, virus outbreak protection and data sanitation, along with enhanced FortiCare support services and operational services such as SD-WAN orchestration and cloud-based management and visibility of the Fortinet Security Fabric platform.

Professional Services

We offer professional services to end-customers including technical account managers (“TAMs”), resident engineers (“REs”) and professional service consultants and security architects for implementations.

TAMs and REs are dedicated support engineers available to help identify and eliminate issues before problems arise. Each TAM and RE acts as a single point of contact and customer advocate within Fortinet, offering a deep understanding of our customers’ businesses and security requirements.

Our professional services consultants and security architects help to formulate customer-specific security strategies, develop roadmaps for securing digital initiatives and design product deployments. They work closely with end-customers to implement our products according to design, utilizing network analysis tools, traffic simulation software and scripts.

Training Services

We offer training services to our end-customers and channel partners through our training department and authorized training partners. We have also implemented a training certification program, Network Security Expert, to help ensure an understanding of our products and services.

Customers

We typically sell our security solutions to distributors that sell to resellers, service providers and managed security service providers (“MSSPs”), who, in turn, sell to end-customers. At times, we also sell directly to end-customers. Our end-customers are located in over 80 countries and include small- and medium-sized businesses, large enterprises and government organizations across a wide range of industries, including telecommunications, governments, financial services, retail, technology, education, manufacturing and healthcare. An end-customer deployment may involve as few as one or as many as thousands of appliances and other Fortinet Security Fabric platform products, depending on the end-customer’s size and security requirements. Customers may also access our products via the cloud through certain cloud providers such as Amazon Web Services, Microsoft Azure, Google Cloud, Oracle Cloud, Alibaba Cloud and IBM Cloud. Typically, our customers also purchase our FortiGuard security subscription services and FortiCare technical support services.

During 2020, Exclusive Networks Group (“Exclusive”) and Ingram Micro Inc. (“Ingram Micro”) accounted for 30% and 10% of total revenue, respectively. During 2019, Exclusive and Ingram Micro accounted for 31% and 11% of total revenue, respectively. During 2018, Exclusive and Ingram Micro accounted for 30% and 10% of total revenue, respectively.

Sales and Marketing

We primarily sell our products and services through a two-tier distribution model. We sell to distributors that sell to resellers and to service providers and MSSPs, who, in turn, sell to our end-customers. In certain cases, we sell directly to large service providers and major systems integrators. We work with many technology distributors, including Exclusive, Ingram Micro, Tech Data Corporation, Synnex Corporation and Arrow Electronics, Inc.

We support our channel partners with a dedicated team of experienced channel account managers, sales professionals and sales engineers who provide business planning, joint marketing strategy, and pre-sales and operational sales support. Additionally, our sales teams help drive and support large enterprise and service provider sales through a direct touch model. Our sales professionals and engineers typically work closely with our channel partners and directly engage with large end-customers to address their unique security and deployment requirements. To support our broadly dispersed global channel and end-customer base, we have sales professionals in over 80 countries around the world.

Our marketing strategy is focused on building our brand, driving thought leadership with emphasis on the criticality of cybersecurity platform adoption and driving end-customer demand for our security solutions. We use a combination of internal marketing professionals and a network of regional and global channel partners. Our internal marketing organization is responsible for messaging, branding, demand generation, product marketing, packaging support and subscription services into service bundles, channel marketing, partner incentives and promotions, event marketing, digital marketing, communications, analyst relations, public relations and sales enablement. We focus our resources on campaigns, programs and activities that can be leveraged by partners worldwide to extend our marketing reach, such as sales tools and collateral, product awards and technical certifications, media engagement, training, regional seminars and conferences, webinars and various other demand-generation activities.

In 2020, we continued to invest in sales and marketing resources, particularly in the enterprise market where we believe there is an opportunity to expand our business. We intend to continue to make investments in sales and marketing resources, which are critical to support our growth.

Manufacturing and Suppliers

We outsource the manufacturing of our security appliance products to a variety of contract manufacturers and original design manufacturers. Our current manufacturing partners include ADLINK Technology, Inc. (“ADLINK”), IBASE Technology, Inc. (“IBASE”), Micro-Star International Co. (“Micro-Star”), Senao Networks, Inc. (“Senao”), Wistron Corporation (“Wistron”) and a number of other manufacturers. Approximately 85% of our hardware is manufactured in Taiwan. We submit purchase orders to our contract manufacturers that describe the type and quantities of our products to be manufactured, the delivery date and other delivery terms. Once our products are manufactured, they are sent to either our warehouse in California or to our logistics partner in Taoyuan City, Taiwan, where accessory packaging and quality-control testing are performed. We believe that outsourcing our manufacturing and a substantial portion of our logistics enables us to focus resources on our core competencies. Our proprietary SPUs, which are key to the performance of our appliances, are built by contract manufacturers including Toshiba America Electronic Components, Inc. (“Toshiba”) and Renesas Electronics America, Inc. (“Renesas”). These contract manufacturers use foundries in Taiwan and Japan operated by either Taiwan Semiconductor Manufacturing Company Limited (“TSMC”) or by the contract manufacturer itself.

The components included in our products are sourced from various suppliers by us or, more frequently, by our contract manufacturers. Some of the components important to our business, including certain CPUs from Intel Corporation (“Intel”), network chips from Broadcom Inc. (“Broadcom”), Marvell Technology Group Ltd. (“Marvell”) and Intel, and memory devices from Intel, ADATA Technology Co., Ltd. (“ADATA”), OCZ Technology Group, Inc., Samsung Electronics Co., Ltd. (“Samsung”), and Western Digital Technologies, Inc. (“Western Digital”), are available from limited or sole sources of supply.

We have no long-term contracts related to the manufacturing of our ASICs or other components that guarantee any capacity or pricing terms.

Research and Development

We focus our research and development efforts on developing new hardware and software products and services, and adding new features to existing products and services. Our development strategy is to identify features, products and systems for both software and hardware that are, or are expected to be, important to our end-customers. Our success in designing, developing, manufacturing and selling new or enhanced products will depend on a variety of factors, including identification of market demand for new products, product selection, timely implementation of product design and development, product performance, costs of development, bills of materials, effective manufacturing and assembly processes and sales and marketing.

Intellectual Property

We rely primarily on patent, trademark, copyright and trade secrets laws, confidentiality procedures and contractual provisions to protect our technology. We periodically have discussions with third parties regarding licensing Fortinet's IP and have sometimes taken legal action against competitors to protect our intellectual property ("IP"), and as a result third parties have paid us fees in return for licenses or covenants-not-to-sue related to Fortinet IP. As of December 31, 2020, we had 716 U.S. and foreign-issued patents and 194 pending U.S. and foreign patent applications. We also license software from third parties for inclusion in our products, including open source software and other software.

Despite our efforts to protect our rights in our technology, unauthorized parties may attempt to copy aspects of our products or obtain and use information and technology that we regard as proprietary. We generally enter into confidentiality agreements with our employees, consultants, vendors and customers, and generally limit access to and distribution of our proprietary information. However, we cannot provide assurance that the steps we take will prevent misappropriation of our technology. In addition, the laws of some foreign countries do not protect our proprietary rights to as great an extent as the laws of the United States, and many foreign countries do not enforce these laws as diligently as government agencies and private parties in the United States.

Our industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other IP rights. Third parties have asserted, are currently asserting and may in the future assert patent, copyright, trademark or other IP rights against us, our channel partners or our end-customers. Successful claims of infringement by a third-party could prevent us from distributing certain products or performing certain services or require us to pay substantial damages (including treble damages if we are found to have willfully infringed patents or copyrights), royalties or other fees. Even if third parties offer a license to their technology, the terms of any offered license may not be acceptable and the failure to obtain a license or the costs associated with any license could cause our business, operating results or financial condition to be materially and adversely affected. In certain instances, we indemnify our end-customers, distributors and resellers against claims that our products infringe the IP of third parties.

Government Regulation

We are subject to regulation by various federal, state, regional, local and foreign governmental agencies, including agencies responsible for monitoring and enforcing employment and labor laws, workplace safety, product safety, product labeling, environmental laws, consumer protection laws, anti-bribery laws, data privacy laws, import and export controls, federal securities laws and tax laws and regulations. Many of the laws and regulations that are or may be applicable to our business are changing or being tested in courts and could be interpreted in ways that could adversely impact our business. In addition, the application and interpretation of these laws and regulations often are uncertain, particularly in the industry in which we operate. We believe we are in compliance with current laws and regulations and do not expect continued compliance to have a material impact on our capital expenditures, earnings, or competitive position. We continue to monitor existing and pending laws and regulations and while the impact of regulatory changes cannot be predicted with certainty, we do not currently expect compliance to have a material adverse effect.

Seasonality

For information regarding seasonality in our sales, see the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Unaudited Quarterly Results of Operations—Seasonality, Cyclicity and Quarterly Revenue Trends" in Part II, Item 7 of this Annual Report on Form 10-K.

Competition

The markets for our products are extremely competitive and are characterized by rapid technological change. The principal competitive factors in our markets include the following:

- product performance, throughput, features, effectiveness, interoperability and reliability;
- addition and integration of new networking and security features and technological expertise;
- compliance with industry standards and certifications;
- price of products and services and total cost of ownership;
- brand recognition;
- customer service and support across varied and complex customer segments;
- sales and distribution capabilities;
- size and financial stability;
- breadth of product line;
- form factor of the solution; and
- other competitive differentiators.

Among others, our competitors include Barracuda Networks, Inc. (“Barracuda”), Check Point Software Technologies Ltd. (“Check Point”), Cisco Systems, Inc. (“Cisco”), CrowdStrike Holdings, Inc. (“CrowdStrike”), F5 Networks, Inc. (“F5 Networks”), FireEye, Inc. (“FireEye”), Forcepoint LLC (“Forcepoint”), Imperva, Inc. (“Imperva”), Juniper Networks, Inc. (“Juniper”), McAfee, LLC (“McAfee”), Palo Alto Networks, Inc. (“Palo Alto Networks”), Proofpoint, Inc. (“Proofpoint”), SonicWALL, Inc. (“SonicWALL”), Sophos Group Plc (“Sophos”), Trend Micro Incorporated (“Trend Micro”) and Zscaler, Inc (“Zscaler”).

We believe we compete favorably based on our products’ performance, throughput, reliability, breadth and ability to work together; our ability to add and integrate new networking and security features and our technological expertise. Several competitors are significantly larger, have greater financial, technical, marketing, distribution, customer support and other resources, are more established than we are, and have significantly better brand recognition. Some of these larger competitors have substantially broader product offerings, and leverage their relationships based on other products or incorporate functionality into existing products in a manner that discourages users from purchasing our products. Based in part on these competitive pressures, we may lower prices or attempt to add incremental features and functionalities to our products.

Conditions in our markets could change rapidly and significantly as a result of technological advancements or market consolidation. The development and market acceptance of alternative technologies could decrease the demand for our products or render them obsolete. Our competitors may introduce products that are less costly, provide superior performance, are better marketed, or achieve greater market acceptance than our products. Additionally, our larger competitors often have broader product lines and are better positioned to withstand a significant reduction in capital spending by end-customers, and will therefore not be as susceptible to downturns in a particular market. The above competitive pressures are likely to continue to impact our business. We may not be able to compete successfully in the future, and competition may harm our business.

Human Capital Management

As of December 31, 2020, our total headcount was 8,238 employees, approximately 32% of which were employed in the United States and approximately 68% of which were employed outside of the United States.

We appreciate that our employees are the foundation of our innovation for the benefit of our customers and that there can be a shortage of highly skilled employees for technology companies like ours, and we believe that our success depends largely on our continued ability to attract and retain highly skilled employees with diverse backgrounds and experiences. We offer fair, competitive compensation and benefits based on a culture of meritocracy. Our compensation programs for our employees include base pay, opportunities for equity ownership where local statutes allow and employee benefits that promote well-being across different aspects of our employees’ lives, which may include health and welfare insurance, retirement benefits, and paid time off.

As a global company, much of our success is rooted in the diversity of our teams and our commitment to inclusion. Our commitment to diversity and inclusion starts at the top, with a highly skilled and diverse board of directors. As of December 31, 2020, women represented one-third of the members of our board of directors, and approximately 55% of our board of directors was from underrepresented communities as defined by California’s AB 979. We value diversity at all levels and continue to focus on enhancing our diversity and inclusion initiatives across our entire workforce. We are also committed to social responsibility, and our board of directors and its committees provide active oversight of our corporate social

responsibility initiatives. Examples of our initiatives include our company matching program for employee charitable contributions and the free security training programs we offer to help with career development for our employees and the general public.

Our culture is defined by our commitment to ethics and integrity. We reinforce our ethical “tone from the top” through clear policies including our Code of Business Conduct and Ethics, regular compliance training for our employees, quarterly meetings of our cross-functional Ethics Committee, clear messaging from our executives, enforcement of company policies and oversight by our board of directors. In addition, our Chief Executive Officer regularly communicates the importance of Fortinet’s core values of openness, teamwork and innovation.

We are committed to providing a safe and healthy work environment for our employees. We sponsor a global wellness program designed to enhance physical, financial and mental wellbeing for all our employees around the world. Throughout the year, we encourage healthy behaviors through communications, educational sessions, wellness challenges and other incentives.

Early in the COVID-19 pandemic, our Chief Executive Officer committed to having no COVID-related layoffs, and, throughout the pandemic, not only have we kept that promise, we have continued hiring at a fast pace and helping support our employees and their families through this challenging time. During the pandemic, we have taken a flexible approach to help our employees manage their work and personal responsibilities, with a focus on employee wellbeing, health and safety.

None of our U.S. employees are represented by a labor union. Our employees in certain European and Latin American countries, however, have the right to be represented by external labor organizations if they maintain up-to-date union membership. We have not experienced any work stoppages, and we consider our relations with our employees to be good.

Available Information

Our web site is located at <https://www.fortinet.com>, and our investor relations web site is located at <https://investor.fortinet.com>. The information posted on our website is not incorporated by reference into this Annual Report on Form 10-K. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Act, are available free of charge on our investor relations web site as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. You may also access all of our public filings through the SEC’s website at <https://www.sec.gov>.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations web site. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events and press and earnings releases, as part of our investor relations web site. The contents of these web sites are not intended to be incorporated by reference into this report or in any other report or document we file.

ITEM 1A. Risk Factors

Investing in our common stock involves a high degree of risk. Investors should carefully consider the following risks and all other information contained in this Annual Report on Form 10-K, including our consolidated financial statements and the related notes, before investing in our common stock. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, also may become important factors that affect us. If any of the following risks materialize, our business, financial condition and results of operations could be materially harmed. In that case, the trading price of our common stock could decline substantially, and investors may lose some or all of their investment. We have summarized risks immediately below and encourage investors to carefully read the entirety of this Risk Factors section.

Summary of Risk Factors

Some of the material risks that we face include:

- Our operating results are likely to vary significantly and be unpredictable.
- Adverse economic conditions or reduced information technology spending may adversely impact our business.
- Our billings, revenue, operating margin and free cash flow growth may slow or may not continue.
- The COVID-19 pandemic could adversely affect our business in a material way.
- We rely on third-party channel partners for substantially all of our revenue and a small number of distributors represents a large percentage of our revenue and gross accounts receivable.
- Reliance on a concentration of shipments at the end of the quarter could cause our billings and revenue to fall below expected levels.
- We rely significantly on revenue from FortiGuard security subscription and FortiCare technical support services, and revenue from these services may decline or fluctuate.
- We are dependent on the continued services and performance of our senior management, as well as our ability to hire, retain and motivate qualified personnel, particularly for our sales organization.
- We generate a majority of revenue from sales outside of the United States.
- We may not be successful in executing our strategy to increase our sales to large- and medium-sized end-customers.
- A portion of our revenue is generated by sales to government organizations, which are subject to a number of challenges and risks.
- Our industry is highly competitive and we must accurately predict, prepare for and respond promptly to technological and market developments and changing end-customer needs, including by introducing products and product enhancements and innovations that address a fast-changing technology and threat landscape and that achieve sufficient market acceptance, in order to maintain or improve our competitive position.
- Insufficient inventory or components, including component or inventory shortages based on the COVID-19 pandemic, may result in lost sales opportunities or delayed revenue, while excess inventory may harm our gross margins.
- We depend on several third-party manufacturers to build our products and are susceptible to manufacturing delays and cost increases.

- We are susceptible to supply shortages and disruptions, long lead times for components and supply changes because some of the key components in our products come from limited sources of supply.
- We are susceptible to defects or vulnerabilities in our products or services, as well as reputational harm from the failure or misuse of our products or services.
- Our proprietary rights may be difficult to enforce and we may be subject to claims by others that we infringe their proprietary technology.
- Global economic uncertainty and weakening product demand caused by political instability, changes in trade agreements and other conflict could adversely affect our business and financial performance.
- Our inability to successfully acquire and integrate other businesses, products or technologies could seriously harm our competitive position.
- The trading price of our common stock may be volatile, which volatility may be exacerbated by share repurchases under our Repurchase Program.
- Anti-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

Risks Related to Our Business and Financial Position

Our operating results are likely to vary significantly and be unpredictable.

Our operating results have historically varied from period to period, and we expect that they will continue to do so as a result of a number of factors, many of which are outside of our control or may be difficult to predict, including:

- our ability to attract and retain new end-customers or sell additional products and services to our existing end-customers;
- the level of demand for our products and services, which may render forecasts inaccurate and may be impacted by the COVID-19 pandemic in ways that we are not able to foresee;
- the timing of channel partner and end-customer orders, and our reliance on a concentration of shipments at the end of each quarter;
- the impact to our business, the global economy, disruption of global supply chains and creation of significant volatility and disruption of the financial markets due to the COVID-19 pandemic;
- the timing of shipments, which may depend on factors such as inventory levels, logistics, manufacturing or shipping delays, our ability to ship new products on schedule and our ability to accurately forecast inventory requirements;
- inventory management;
- component and product inventory shortages, including those caused by factors outside of our control such as natural disasters and health emergencies, including earthquakes, fires, power outages, typhoons, floods, pandemics or epidemics such as the COVID-19 pandemic and manmade events such as civil unrest, labor disruption, international trade disputes, international conflicts, terrorism, wars and critical infrastructure attacks;
- the mix of products sold and the mix of revenue between products and services, as well as the degree to which products and services are bundled and sold together for a package price;
- the purchasing practices and budgeting cycles of our channel partners and end-customers, including the effect of the end of product refresh cycles;

- any decreases in demand by channel partners or end-customers, including any such decreases caused by factors outside of our control such as natural disasters and health emergencies, including earthquakes, fires, power outages, typhoons, floods, pandemics or epidemics such as the COVID-19 pandemic and manmade events such as civil unrest, labor disruption, international trade disputes, international conflicts, terrorism, wars and critical infrastructure attacks;
- the effectiveness of our sales organization, generally or in a particular geographic region, the time it takes to hire sales personnel and the timing of hiring, and our ability to hire and retain effective sales personnel;
- sales execution risk related to effectively selling to all segments of the market, including enterprise and small- and medium-sized businesses and service providers, and to selling our broad security product and services portfolio, including, among other execution risks, risks associated with the complexity and distraction in selling to all segments and increased competition and unpredictability of timing to close sales deals with large enterprises;
- execution risk associated with our efforts to capture the opportunities related to our identified growth drivers, such as risk associated with our ability to capitalize on network security and SD-WAN, infrastructure security, cloud security and endpoint protection, IoT and OT security opportunities;
- the seasonal buying patterns of our end-customers;
- the timing and level of our investments in sales and marketing, and the impact of such investments on our operating expenses, operating margin and the productivity and effectiveness of execution of our sales and marketing teams;
- the timing of revenue recognition for our sales, including any impacts resulting from extension of payment terms to distributors;
- the level of perceived threats to network security, which may fluctuate from period to period;
- any actual or perceived vulnerabilities in our products or services, and any actual or perceived breach of our network or our customers' networks;
- changes in the requirements, market needs or buying practices and patterns of our distributors, resellers or end-customers;
- changes in the growth rates of the network security market in particular and other security and networking markets, such as SD-WAN, for which we sell products and services;
- the timing and success of new product and service introductions or enhancements by us or our competitors, or any other change in the competitive landscape of our industry, including consolidation among our competitors, partners or end-customers;
- the deferral of orders from distributors, resellers or end-customers in anticipation of new products or product enhancements announced by us or our competitors;
- increases or decreases in our billings, revenue and expenses caused by fluctuations in foreign currency exchange rates or a strengthening of the U.S. dollar, as a significant portion of our expenses is incurred and paid in currencies other than the U.S. dollar, and the impact such fluctuations may have on the actual prices that our partners and customers are willing to pay for our products and services;
- compliance with existing laws and regulations;
- our ability to obtain and maintain permits and clearances, that are applicable to our ability to conduct business with the public sector, including the U.S. federal government, and other sectors;
- litigation, litigation fees and costs, settlements, judgments and other equitable and legal relief granted related to litigation;
- the impact of cloud-based platforms on our billings, revenues, operating margins and free cash flow;

- decisions by potential end-customers to purchase network security solutions from newer technology providers, from larger, more established security vendors or from their primary network equipment vendors;
- price competition and increased competitiveness in our market, including the competitive pressure caused by product refresh cycles;
- our ability to both increase revenues and manage and control operating expenses in order to improve our operating margins;
- changes in customer renewal rates or attach rates for our services;
- changes in the timing of our billings and collections for service contracts or the contractual term of service contracts sold;
- changes in the timing of our billings and collections for our contracts with service providers and distributors;
- changes in our estimated annual effective tax rates;
- changes in circumstances and challenges in business conditions, including decreased demand, which may negatively impact our channel partners' ability to sell the current inventory they hold and negatively impact their future purchases of products from us;
- increased demand for cloud-based services and the uncertainty associated with transitioning to providing such services;
- increased expenses, unforeseen liabilities or write-downs and any impact on results of operations from any acquisition consummated;
- our channel partners having insufficient financial resources to withstand changes and challenges in business conditions;
- disruptions in our channel or termination of our relationship with important channel partners, including as a result of consolidation among distributors and resellers of security solutions;
- insolvency, credit or other difficulties confronting our key suppliers and channel partners, which could affect their ability to purchase or pay for products and services and which could disrupt our supply or distribution chain;
- policy changes and uncertainty with respect to immigration laws, trade policy and tariffs, including increased tariffs applicable to countries where we manufacture our products, foreign imports and tax laws related to international commerce;
- political, economic and social instability, including geo-political instability and uncertainty;
- general economic conditions, both in domestic and foreign markets;
- future accounting pronouncements or changes in our accounting policies as well as the significant costs that may be incurred to adopt and comply with these new pronouncements;
- possible impairments or acceleration of depreciation of our existing real estate due to our current real estate holdings and future development plans; and
- legislative or regulatory changes, such as with respect to privacy, information and cybersecurity, exports, the environment and applicable accounting standards.

Any one of the factors above or the cumulative effect of some of the factors referred to above may result in significant fluctuations in our quarterly financial and other operating results. This variability and unpredictability could result in our failing to meet our internal operating plan or the expectations of securities analysts or investors for any period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our shares could fall substantially and we could face costly lawsuits, including securities class action suits. In addition, a significant percentage of our operating expenses are fixed in nature over the near term. Accordingly, in the event of revenue shortfalls, we are generally unable to mitigate the negative impact on margins in the short term.

Adverse economic conditions or reduced information technology spending may adversely impact our business.

Our business depends on the overall demand for information technology and on the economic health of our current and prospective customers. In addition, the purchase of our products is often discretionary and may involve a significant commitment of capital and other resources. Weak global and regional economic conditions and spending environments, geopolitical instability and uncertainty, weak economic conditions in certain regions or a reduction in information technology spending regardless of macro-economic conditions, including the effects of the COVID-19 pandemic on the foregoing issues, could have adverse impacts on our business, financial condition and results of operations, including longer sales cycles, lower prices for our products and services, higher default rates among our channel partners, reduced unit sales and slower or declining growth.

Our billings, revenue, operating margin and free cash flow growth may slow or may not continue.

We may experience slowing growth, or a decrease, in billings, revenue, operating margin and free cash flow for a number of reasons, including as a result of the COVID-19 pandemic, a slowdown in demand for our products or services, a shift in demand from products to services, increased competition, a decrease in the growth of our overall market or softness in demand in certain geographies or industry verticals, such as the service provider industry, changes in our strategic opportunities, execution risks and our failure for any reason to continue to capitalize on sales and growth opportunities due to other risks identified in the risk factors described in this periodic report. Our expenses as a percentage of total revenue may be higher than expected if our revenue is lower than expected. If our investments in sales and marketing and other functional areas do not result in expected billings and revenue growth, we may experience margin declines. In addition, we may not be able to sustain profitability in future periods if we fail to increase billings, revenue or deferred revenue, and do not appropriately manage our cost structure, free cash flow, or encounter unanticipated liabilities. As a result, any failure by us to maintain profitability and margins and continue our billings, revenue and free cash flow growth could cause the price of our common stock to materially decline.

The COVID-19 pandemic could adversely affect our business in a material way.

The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains and demand for certain solutions and created significant volatility in, and disruption of, global financial markets. The extent of the future impact of the COVID-19 pandemic on our operational and financial performance, including on demand for our products and services, our ability to source components, and our ability to execute our business strategies and initiatives in the expected time frame, will depend on future developments, including the duration and spread of the COVID-19 pandemic and related restrictions on, and disruptions of, business and world economies, all of which are uncertain and difficult to predict. An extended period of global supply chain disruption, demand reduction and economic slowdown would materially negatively affect our overall business and our operating results, including billings, revenue, gross margins, operating margins, cash flows and other operating results. If the spread of the COVID-19 pandemic limits the availability of our products, either by limiting components available, by limiting the actual manufacture and assembly or by limiting or restricting shipping of components and products, this likely would result in increased product backlog, lower billings, lower revenue and decreased profitability and would negatively impact, and may materially negatively impact, our operating results and business. Moreover, the COVID-19 pandemic has created a reduction in certain business activity and demand for certain solutions, which we believe has negatively impacted our billings and may in the future materially and negatively affect the rate and amount of our billings. The COVID-19 pandemic may adversely affect certain of our partners' and customers' ability or willingness to purchase our products and services, delay certain customers' purchasing decisions and increase customer attrition rates, all of which will adversely affect our future sales and operating results, possibly in a material way. As a result, we may experience extended sales cycles; our ability to close transactions with new and existing customers and partners may be negatively impacted; our ability to recognize revenue from sales we do close may be negatively impacted; certain businesses will not buy our products and services when they otherwise would have; certain current partners, customers and customer prospects may go out of business or face significant business challenges, thereby negatively impacting our sales; due to product or component shortages, implementation delays or other factors; and our ability to provide technical and other support to our customers may be affected. We have also offered, and may continue to offer, payment terms in excess of our contractual agreements to some of our distributor customers,

which may decrease the likelihood that we will be able to collect from these customers. In addition, the COVID-19 pandemic has caused an increase in certain of our expenses, including increased shipping costs, increased cancellation charges and reduced attendance fees due to the cancellation of several of our 2020 Accelerate sales conferences, and it may result in increased component and product manufacturing costs. The COVID-19 pandemic has limited certain demand generation activities, such as conferences and in-person sales meetings, which may reduce our costs, but also may reduce leads that could result in closed sales. The full impact of the COVID-19 pandemic is unknown at this time. While we continue to monitor developments and the potential effect on our business, it is clear that the COVID-19 pandemic will negatively impact certain sales and may have a material negative impact on our operating results in the near term and longer term.

We rely on third-party channel partners for substantially all of our revenue. If our partners fail to perform, our ability to sell our products and services will be limited, and if we fail to optimize our channel partner model going forward, our operating results may be harmed. Additionally, a small number of distributors represents a large percentage of our revenue and gross accounts receivable, and one distributor accounted for 34% of our total net accounts receivable as of December 31, 2020.

A significant portion of our sales is generated through a limited number of distributors, and substantially all of our revenue is from sales by our channel partners, including distributors and resellers. We depend on our channel partners to generate a significant portion of our sales opportunities and to manage our sales process. To the extent our channel partners are unsuccessful in selling our products, or if we are unable to enter into arrangements with and retain a sufficient number of high-quality channel partners in each of the regions in which we sell products, we are unable to keep them motivated to sell our products, or our channel partners shift focus to other vendors and/or our competitors, our ability to sell our products and operating results may be harmed. The termination of our relationship with any significant channel partner may adversely impact our sales and operating results.

In addition, a small number of channel partners represents a large percentage of our revenue and gross accounts receivable. We are exposed to the credit and liquidity risk of some of our channel partners and to credit exposure in weakened markets, which could result in material losses. Our dependence on a limited number of key channel partners means that our billings, revenue and operating results may be harmed by the inability of these key channel partners to successfully sell our products and services, or if any of these key channel partners is unable or unwilling to pay us, terminates its relationship with us or goes out of business. Although we have programs in place that are designed to monitor and mitigate credit and liquidity risks, we cannot guarantee these programs will be effective in reducing our credit risks. If we are unable to adequately control these risks, our business, operating results, and financial condition could be harmed. If channel partners fail to pay us under the terms of our agreements or we are otherwise unable to collect on our accounts receivable from these channel partners, we may be adversely affected both from the inability to collect amounts due and the cost of enforcing the terms of our contracts, including litigation. Our channel partners may seek bankruptcy protection or other similar relief and fail to pay amounts due to us, or pay those amounts more slowly, either of which could adversely affect our operating results, financial position, and cash flow. We may be further impacted by consolidation of our existing channel partners. In such instances, we may experience changes to our overall business and operational relationships due to dealing with a larger combined entity, and our ability to maintain such relationships on favorable contractual terms may be more limited. We may also become increasingly dependent on a more limited number of channel partners, as consolidation increases the relative proportion of our business for which each channel partner is responsible, which may magnify the risks described in the preceding paragraphs.

Exclusive Networks Group (“Exclusive”) accounted for 34% and 36% of our total net accounts receivable as of December 31, 2020 and December 31, 2019, respectively, and six distributor customers accounted for 70% and 69% of our total net accounts receivable in the aggregate, respectively. During 2020, 2019 and 2018, Exclusive accounted for 30%, 31% and 30% of our total revenue, respectively. In addition to other risks associated with the concentration of accounts receivable and revenue from these distributors, Exclusive is a private equity-backed company and we may not have sufficient information to assess its financial condition and, accordingly, if Exclusive were to experience financial difficulties, we might not have advance notice. Additionally, Exclusive may face liquidity risk, which may harm our ability to collect on our accounts receivable.

We provide sales channel partners with specific programs to assist them with selling our products and incentivize them to sell our products, but there can be no assurance that these programs will be effective. In addition, our channel partners may be unsuccessful in marketing, selling and supporting our products and services and may purchase more inventory than they can sell. Our channel partners generally do not have minimum purchase requirements. Some of our channel partners may have insufficient financial resources to withstand changes and challenges in business conditions. Moreover, many of our channel partners are privately held, including our largest distributor Exclusive, and we may not have sufficient information to assess their financial condition. If our channel partners’ financial condition or operations weaken, their ability to sell our product and services could be negatively impacted. Our channel partners may also market, sell and support products and services that are competitive with ours, and may devote more resources to the marketing, sales and support of such products, or may decide to cease selling our products and services altogether in favor of a competitor’s products and services. They may also have

incentives to promote our competitors' products to the detriment of our own, or they may cease selling our products altogether. We cannot ensure that we will retain these channel partners or that we will be able to secure additional or replacement partners or that existing channel partners will continue to perform. The loss of one or more of our significant channel partners or the failure to obtain and ship a number of large orders each quarter through them could harm our operating results.

Any new sales channel partner will require extensive training and may take several months or more to achieve productivity. Our channel partner sales structure could subject us to lawsuits, potential liability and reputational harm if, for example, any of our channel partners misrepresent the functionality of our products or services to end-customers or our channel partners violate laws or our corporate policies. We depend on our global channel partners to comply with applicable legal and regulatory requirements. To the extent that they fail to do so, that could have a material adverse effect on our business, operating results and financial condition. If we fail to optimize our channel partner model or fail to manage existing sales channels, our business will be seriously harmed.

Reliance on a concentration of shipments at the end of the quarter could cause our billings and revenue to fall below expected levels.

As a result of customer-buying patterns and the efforts of our sales force and channel partners to meet or exceed quarterly quotas, we have historically received a substantial portion of each quarter's sales orders and generated a substantial portion of each quarter's billings and revenue during the last two weeks of the quarter. We typically arrange for a logistics partner to pick up the last shipment of our products a few hours prior to the end of the quarter, and a delay in the arrival of the logistics partner or other factors such as a power outage could prevent us from shipping and billing for a material amount of products for which we have orders. Further, it is possible that the dollar value of these products intended to be shipped late on the last day of the quarter may be material. Additionally, our service billings are dependent on the completion of certain automated processes by our internal business management systems, some of which cannot be performed until after the related products have been shipped. If we do not have enough time after shipping our products for our systems to perform these processes prior to the end of the quarter, or we have system issues that prevent processing in time to realize service billings in a quarter, we will not be able to bill and realize billings for those services until the following quarter, which may materially negatively impact our billings for a particular quarter. We implemented a cloud-based quoting tool to help provide our sales team with the ability to have faster quote generation, reduce quote errors and increase sales productivity. Our ability to integrate the data from this tool into our order processing may cause order processing delays that could have an effect on our financial results. Our billings and revenue for any quarter could fall below our expectations or those of securities analysts and investors, resulting in a decline in our stock price, if expected orders at the end of any quarter are delayed for any reason or our ability to fulfill orders at the end of any quarter is hindered for any reason, including, among others:

- the failure of anticipated purchase orders to materialize;
- our logistics partners' failure or inability to ship products prior to quarter-end to fulfill purchase orders received near the end of the quarter;
- disruption in manufacturing or shipping based on power outages, system failures, labor disputes, natural disasters or widespread public health problems including pandemics and epidemics such as the COVID-19 pandemic;
- our failure to accurately forecast our inventory requirements and to appropriately manage inventory to meet demand;
- our inability to release new products on schedule;
- any failure of our systems related to order review and processing; and
- any delays in shipments due to trade compliance requirements, labor disputes or logistics changes at shipping ports, airline strikes, severe weather or otherwise.

We rely significantly on revenue from FortiGuard and other security subscription and FortiCare technical support services, and revenue from these services may decline or fluctuate. Because we recognize revenue from these services over the term of the relevant service period, downturns or upturns in sales of FortiGuard and other security subscription and FortiCare technical support services are not immediately reflected in full in our operating results.

Our FortiGuard and other security subscription and FortiCare technical support services revenue has historically accounted for a significant percentage of our total revenue. Revenue from the sale of new, or from the renewal of existing, FortiGuard and other security subscription and FortiCare technical support service contracts may decline and fluctuate as a result of a number of factors, including fluctuations in purchases of FortiGate appliances or our Fortinet Security Fabric platform products, changes in the sales mix between products and services, end-customers' level of satisfaction with our products and services, the prices of our products and services, the prices of products and services offered by our competitors, reductions in our customers' spending levels and the timing of revenue recognition with respect to these arrangements. If our sales of new, or renewals of existing, FortiGuard and other security subscription and FortiCare technical support service contracts decline, our revenue and revenue growth may decline and our business could suffer. In addition, in the event significant customers require payment terms for FortiGuard and other security subscription and FortiCare technical support services in arrears or for shorter periods of time than annually, such as monthly or quarterly, this may negatively impact our billings and revenue. Furthermore, we recognize FortiGuard and other security subscription and FortiCare technical support services revenue monthly over the term of the relevant service period, which is typically from one to five years. As a result, much of the FortiGuard and other security subscription and FortiCare technical support services revenue we report each quarter is the recognition of deferred revenue from FortiGuard and other security subscription and FortiCare technical support services contracts entered into during previous quarters or years. Consequently, a decline in new or renewed FortiGuard and other security subscription and FortiCare technical support services contracts in any one quarter will not be fully reflected in revenue in that quarter but will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales of new, or renewals of existing, FortiGuard and other security subscription and FortiCare technical support services is not reflected in full in our statements of income until future periods. Our FortiGuard and other security subscription and FortiCare technical support services revenue also makes it difficult for us to rapidly increase our revenue through additional service sales in any period, as revenue from new and renewal support services contracts must be recognized over the applicable service period.

We are dependent on the continued services and performance of our senior management, the loss of any of whom could adversely affect our business, operating results and financial condition.

Our future performance depends on the continued services and continuing contributions of our senior management to execute on our business plan and to identify and pursue new opportunities and product innovations. The loss of services of members of senior management, particularly Ken Xie, our Co-Founder, Chief Executive Officer and Chairman, or Michael Xie, our Co-Founder, President and Chief Technology Officer, or of any of our senior sales leaders or functional area leaders, could significantly delay or prevent the achievement of our development and strategic objectives. The loss of the services or the distraction of our senior management for any reason, including the COVID-19 pandemic, could adversely affect our business, financial condition and results of operations.

If we are unable to hire, retain and motivate qualified personnel, our business will suffer.

Our future success depends, in part, on our ability to continue to attract and retain highly skilled personnel. The loss of the services of any of our key personnel, the inability to attract or retain qualified personnel, any failure to have in place and execute an effective succession plan for key executives or delays in hiring required personnel, particularly in engineering, sales and marketing, may seriously harm our business, financial condition and results of operations. From time to time, we experience turnover in our management-level personnel. None of our key employees has an employment agreement for a specific term, and any of our employees may terminate their employment at any time. Our ability to continue to attract and retain highly skilled personnel will be critical to our future success.

Competition for highly skilled personnel is frequently intense, especially for qualified sales, support and engineering employees in network security and especially in the locations where we have a substantial presence and need for highly skilled personnel, such as the San Francisco Bay Area and Vancouver, Canada. We may not be successful in attracting, assimilating or retaining qualified personnel to fulfill our current or future needs. The COVID-19 pandemic may also decelerate our hiring and increase the challenge of recruiting qualified personnel to leave their current positions to join us. In addition, to the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited or divulged proprietary or other confidential information. Changes in immigration laws, including changes to the rules regarding H1-B visas, may also harm our ability to attract personnel from other countries. Our inability to hire properly qualified and effective sales, support and engineering employees could harm our growth and our ability to effectively support growth.

Risks Related to Our Sales and End-Customers

We generate a majority of revenue from sales to distributors, resellers and end-customers outside of the United States, and we are therefore subject to a number of risks associated with international sales and operations.

We market and sell our products throughout the world and have established sales offices in many parts of the world. Our international sales have represented a majority of our total revenue in recent periods. Therefore, we are subject to risks associated with having worldwide operations. We are also subject to a number of risks typically associated with international sales and operations, including:

- economic or political instability in foreign markets;
- greater difficulty in enforcing contracts and accounts receivable collection, including longer collection periods;
- longer sales processes for larger deals, particularly during the summer months or as a result of the COVID-19 pandemic and related travel and gathering restrictions;
- changes in regulatory requirements;
- difficulties and costs of staffing and managing foreign operations;
- the uncertainty of protection for IP rights in some countries;
- costs of compliance with foreign policies, laws and regulations and the risks and costs of non-compliance with such policies, laws and regulations;
- any disruption in manufacturing or shipping or decreases in demand by channel partners or end-customers, including any such disruption or decreases caused by factors outside of our control such as natural disasters and health emergencies, including earthquakes, fires, power outages, typhoons, floods, pandemics or epidemics such as the COVID-19 pandemic and manmade events such as civil unrest, labor disruption, international trade disputes, international conflicts, terrorism, wars and critical infrastructure attacks;
- protectionist policies and penalties, and local laws, requirements, policies and perceptions that may adversely impact a U.S.-headquartered business's sales in certain countries outside of the U.S. (for example, over the past year, our revenue from sales in China has been insignificant, totaling less than 1% of aggregate revenue, possibly based in part on a preference in China to do business with Chinese businesses over U.S. businesses like Fortinet);
- costs of complying with, and the risks, reputational damage and other costs of non-compliance with, U.S. or other foreign laws and regulations for foreign operations, including the U.S. Foreign Corrupt Practices Act, the United Kingdom Bribery Act 2010, the General Data Protection Regulation (the "GDPR"), import and export control laws, trade laws and regulations, tariffs and retaliatory measures, trade barriers and economic sanctions;
- other regulatory or contractual limitations on our ability to sell our products in certain foreign markets, and the risks and costs of non-compliance;
- heightened risks of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales or sales-related arrangements, such as sales "side agreements" to allow return rights, that could disrupt the sales team through terminations of employment or otherwise, and may adversely impact financial results as compared to those already reported or forecasted and result in restatements of financial statements and irregularities in financial statements;
- our ability to effectively implement and maintain adequate internal controls to properly manage our international sales and operations;
- political unrest, changes and uncertainty associated with terrorism, hostilities, war or natural disasters;

- changes in foreign currency exchange rates;
- management communication and integration problems resulting from cultural differences and geographic dispersion; and
- changes in tax, tariff, employment and other laws.

The ongoing effects of the COVID-19 pandemic may enhance the severity and unpredictability of a number of the foregoing risks.

Product and service sales and employee and contractor matters may be subject to foreign governmental regulations, which vary substantially from country to country. Further, we may be unable to keep up to date with changes in government requirements as they change over time. Failure to comply with these regulations could result in adverse effects to our business. In many foreign countries, it is common for others to engage in business practices that are prohibited by our internal policies and procedures or U.S. regulations applicable to us. Although we implemented policies and procedures designed to ensure compliance with these laws and policies, there can be no assurance that all of our employees, contractors, channel partners and agents will comply with these laws and policies. Violations of laws or key control policies by our employees, contractors, channel partners or agents could result in litigation, regulatory action, costs of investigation, delays in revenue recognition, delays in financial reporting, financial reporting misstatements, fines, penalties or the prohibition of the importation or exportation of our products and services, any of which could have a material adverse effect on our business and results of operations.

We may undertake corporate operating restructurings or transfers of assets that involve our group of foreign country subsidiaries through which we do business abroad, in order to maximize the operational and tax efficiency of our group structure. If ineffectual, such restructurings or transfers could increase our income tax liabilities, and in turn, increase our global effective tax rate. Moreover, our existing corporate structure and intercompany arrangements have been implemented in a manner that we believe is in compliance with current prevailing tax laws. However, the tax authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements, which could impact our worldwide effective tax rate and harm our financial position and operating results.

If we are not successful in continuing to execute our strategy to increase our sales to large and medium-sized end-customers, our results of operations may suffer.

An important part of our growth strategy is to increase sales of our products to large and medium-sized businesses, service providers and government organizations. While we have increased sales in recent periods to large and medium-sized businesses, our sales volume varies by quarter and there is risk as to our level of success selling to these target customers. Such sales involve unique sales skillsets, processes and structures, are often more complex and feature a longer contract term and may be at higher discount levels. We also have experienced uneven traction selling to certain government organizations and service providers and MSSPs, and there can be no assurance that we will be successful selling to these customers. Sales to these organizations involve risks that may not be present, or that are present to a lesser extent, with sales to smaller entities. These risks include:

- increased competition from competitors that traditionally target large and medium-sized businesses, service providers and government organizations and that may already have purchase commitments from those end-customers;
- increased purchasing power and leverage held by large end-customers in negotiating contractual arrangements;
- unanticipated changes in the capital resources or purchasing behavior of large end-customers, including changes in the volume and frequency of their purchases and changes in the mix of products and services, willingness to change to cloud delivery model and related payment terms;
- more stringent support requirements in our support service contracts, including stricter support response times, more complex requirements and increased penalties for any failure to meet support requirements;

- longer sales cycles and the associated risk that substantial time and resources may be spent on a potential end-customer that elects not to purchase our products and services;
- uncertainty as to timing to close large deals and any delays in closing those deals; and
- longer ramp-up periods for enterprise sales personnel as compared to other sales personnel.

Large and medium-sized businesses, service providers and MSSPs and government organizations often undertake a significant evaluation process that results in a lengthy sales cycle, in some cases longer than 12 months. Although we have a channel sales model, our sales representatives typically engage in direct interaction with end-customers, along with our distributors and resellers, in connection with sales to large and medium-sized end-customers. We may spend substantial time, effort and money in our sales efforts without being successful in producing any sales. In addition, purchases by large and medium-sized businesses, service providers and government organizations are frequently subject to budget constraints, multiple approvals and unplanned administrative, processing and other delays; in light of the current COVID-19 pandemic and regulations in place by various government authorities, some of these sales cycles are being further extended. Furthermore, service providers and MSSPs represent our largest industry vertical and consolidation or continued changes in buying behavior by larger customers within this industry could negatively impact our business. Large and medium-sized businesses, service providers and MSSPs and government organizations typically have longer implementation cycles, require greater product functionality and scalability, expect a broader range of services, including design, implementation and post go-live services, demand that vendors take on a larger share of risks, require acceptance provisions that can lead to a delay in revenue recognition and expect greater payment flexibility from vendors. In addition, large and medium-sized businesses, service providers and government organizations may require that our products and services be sold differently from how we offer our products and services, which could negatively impact our operating results. Our large business and service provider customers may also become more deliberate in their purchases as they plan their next-generation network security architecture, leading them to take more time in making purchasing decisions or to purchase based only on their immediate needs. All these factors can add further risk to business conducted with these customers. In addition, if sales expected from a large and medium-sized end-customer for a particular quarter are not realized in that quarter or at all, our business, operating results and financial condition could be materially and adversely affected.

In addition, mitigation and containment measures adopted by government authorities to contain the spread of COVID-19 in the United States and internationally, including travel restrictions and other requirements that limit in-person meetings, could limit our ability to establish and maintain relationships with new and existing customers, which may exacerbate the risks described above.

If we do not increase the effectiveness of our sales organization, we may have difficulty adding new end-customers or increasing sales to our existing end-customers and our business may be adversely affected.

Although we have a channel sales model, sales in our industry are complex and members of our sales organization often engage in direct interaction with our prospective end-customers, particularly for larger deals involving larger end-customers. Therefore, we continue to be substantially dependent on our sales organization to obtain new end-customers and sell additional products and services to our existing end-customers. There is significant competition for sales personnel with the skills and technical knowledge that we require, including experienced enterprise sales employees and others. Our ability to grow our revenue depends, in large part, on our success in recruiting, training and retaining sufficient numbers of sales personnel to support our growth and on the effectiveness of those personnel in selling successfully in different contexts, each of which has its own different complexities, approaches and competitive landscapes, such as managing and growing the channel business for sales to small businesses and more actively selling to the end-customer for sales to larger organizations. New hires require substantial training and may take significant time before they achieve full productivity. Our recent hires and planned hires may not become productive as quickly as we expect, especially in light of the COVID-19 pandemic, and we may be unable to hire or retain sufficient numbers of qualified individuals in the markets where we do business or plan to do business. Furthermore, hiring sales personnel in new countries requires additional setup and upfront costs that we may not recover if the sales personnel fail to achieve full productivity. If our sales employees do not become fully productive on the timelines that we have projected, our revenue may not increase at anticipated levels and our ability to achieve long-term projections may be negatively impacted. If we are unable to hire and train sufficient numbers of effective sales personnel, or the sales personnel are not successful in obtaining new end-customers or increasing sales to our existing customer base, our business, operating results and prospects may be adversely affected. If we do not hire properly qualified and effective sales employees and organize our sales team effectively to capture the opportunities in the various customer segments we are targeting, our growth and ability to effectively support growth may be harmed.

Unless we continue to develop better market awareness of our company and our products, and to improve lead generation and sales enablement, our revenue may not continue to grow.

Increased market awareness of our capabilities and products and increased lead generation are essential to our continued growth and our success in all of our markets, particularly the market for sales to large businesses, service providers and government organizations. While we have increased our investments in sales and marketing, it is not clear that these investments will continue to result in increased revenue. If our investments in additional sales personnel or our marketing programs are not successful in continuing to create market awareness of our company and products or increasing lead generation, or if we experience turnover and disruption in our sales and marketing teams, we may not be able to achieve sustained growth, and our business, financial condition and results of operations may be adversely affected. We are also limited in our marketing efforts as a result of the COVID-19 pandemic, as mitigation and containment measures adopted by government authorities to contain the spread of COVID-19, including travel restrictions and other requirements that limit in-person meetings, could limit our ability to establish and maintain relationships with new and existing customers and negatively affect our sales and marketing efforts.

A portion of our revenue is generated by sales to government organizations, which are subject to a number of challenges and risks.

Sales to U.S. and foreign federal, state and local governmental agency end-customers have accounted for a portion of our revenue in past periods. Sales to government organizations are subject to a number of risks. Selling to government organizations can be highly competitive, expensive and time consuming, often requiring significant upfront time and expense, with long sales cycles and without any assurance of winning a sale.

Government demand, sales and payment for our products and services may be negatively impacted by numerous factors and requirements unique to selling to government agencies, such as:

- public sector budgetary cycles;
- funding authorizations and requirements unique to government agencies, with funding or purchasing reductions or delays adversely affecting public sector demand for our products;
- geopolitical matters, including tariff and trade disputes, government shutdowns and trade protectionism and other political dynamics that may adversely affect our ability to sell in certain locations or obtain the requisite permits and clearances required for certain purchases by government organizations of our products and services; and
- rules and regulations applicable to certain government sales, including GSA regulations.

Government spending may also be negatively impacted by the COVID-19 pandemic.

The rules and regulations applicable to sales to government organizations may also negatively impact sales to other organizations. To date, we have had limited traction in sales to U.S. government agencies, and any future sales to government organizations is uncertain. Government organizations may have contractual or other legal rights to terminate contracts with our distributors and resellers for convenience or due to a default, and any such termination may adversely impact our future results of operations. For example, if the distributor receives a significant portion of its revenue from sales to such government organization, the financial health of the distributor could be substantially harmed, which could negatively affect our future sales to such distributor. Governments routinely investigate, review and audit government vendors' administrative and other processes, and any unfavorable investigation, audit, other review or unfavorable determination related to any government clearance of certification could result in the government's refusing to continue buying our products and services, a limitation and reduction of government purchases of our products and services, a reduction of revenue or fines, or civil or criminal liability if the investigation, audit or other review uncovers improper, illegal or otherwise concerning activities. Any such penalties could adversely impact our results of operations in a material way. Further, any refusal to grant certain certifications or clearances by one government agency, or decision by one government agency that our products do not meet certain standards, may cause reputational harm and cause concern with other government agencies, governments and businesses and cause them to not buy our products and services and/or lead to a decrease in demand for our products generally. Finally, purchases by the U.S. government may require certain products to be manufactured in the United States and other high cost manufacturing locations, and we may not manufacture all products in locations that meet the requirements of the U.S. government and may not successfully obtain all certifications or clearances required for certain U.S. government purchases.

Risks Related to Our Industry, Customers, Products and Services

We face intense competition in our market and we may lack sufficient financial or other resources to maintain or improve our competitive position.

The market for network security products is intensely competitive and we expect competition to intensify in the future. We face many competitors across the different cybersecurity markets. Our competitors include companies such as Barracuda, Check Point, Cisco, CrowdStrike, F5 Networks, FireEye, Forcepoint, Imperva, Juniper, McAfee, Palo Alto Networks, Proofpoint, SonicWALL, Sophos, Trend Micro and Zscaler.

Some of our existing and potential competitors enjoy competitive advantages such as:

- greater name recognition and/or longer operating histories;
- larger sales and marketing budgets and resources;
- broader distribution and established relationships with distribution partners and end-customers;
- access to larger customer bases;
- greater customer support resources;
- greater resources to make acquisitions;
- stronger U.S. government relationships;
- lower labor and development costs; and
- substantially greater financial, technical and other resources.

In addition, certain of our larger competitors have broader product offerings, and leverage their relationships based on other products or incorporate functionality into existing products in a manner that discourages customers from purchasing our products. These larger competitors often have broader product lines and market focus, and are in a better position to withstand any significant reduction in capital spending by end-customers in these markets. Therefore, these competitors will not be as susceptible to downturns in a particular market. Also, many of our smaller competitors that specialize in providing protection from a single type of security threat are often able to deliver these specialized security products to the market more quickly than we can.

Conditions in our markets could change rapidly and significantly as a result of technological advancements or continuing market consolidation. Our competitors and potential competitors may also be able to develop products or services, and leverage new business models, that are equal or superior to ours, achieve greater market acceptance of their products and services, and increase sales by utilizing different distribution channels than we do. For example, certain of our competitors are focusing on delivering security services from the cloud. In addition, current or potential competitors may be acquired by third parties with greater available resources, and new competitors may arise pursuant to acquisitions of network security companies or divisions. As a result of such acquisitions, competition in our market may continue to increase and our current or potential competitors might be able to adapt more quickly to new technologies and customer needs, devote greater resources to the promotion or sale of their products and services, initiate or withstand substantial price competition, take advantage of acquisition or other opportunities more readily, or develop and expand their product and service offerings more quickly than we do. In addition, our competitors may bundle products and services competitive with ours with other products and services. Customers may accept these bundled products and services rather than separately purchasing our products and services. As our customers refresh the security products bought in prior years, they may seek to consolidate vendors, which may result in current customers choosing to purchase products from our competitors on an ongoing basis. Due to budget constraints or economic downturns, organizations may be more willing to incrementally add solutions to their existing network security infrastructure from competitors than to replace it with our solutions. These competitive pressures in our market or our failure to compete effectively may result in price reductions, fewer customer orders, reduced revenue and gross margins and loss of market share.

If our new products and product enhancements do not achieve sufficient market acceptance, our results of operations and competitive position will suffer.

We spend substantial amounts of time and money to acquire and develop internally new products and enhanced versions of our existing products in order to incorporate additional features, improved functionality or other enhancements in order to meet our customers' rapidly evolving demands for network security in our highly competitive industry. When we develop a new product or an enhanced version of an existing product, we typically incur expenses and expend resources upfront to market, promote and sell the new offering. Therefore, when we develop and introduce new or enhanced products, they must achieve high levels of market acceptance in order to justify the amount of our investment in developing and bringing them to market.

Our new products or product enhancements could fail to attain sufficient market acceptance for many reasons, including:

- delays in releasing our new products or enhancements to the market;
- failure to accurately predict market demand in terms of product functionality and to supply products that meet this demand in a timely fashion;
- failure to have the appropriate research and development expertise and focus to make our top strategic fabric products successful;
- failure of our sales force and partners to focus on selling new products;
- inability to interoperate effectively with the networks or applications of our prospective end-customers;
- inability to protect against new types of attacks or techniques used by hackers;
- actual or perceived defects, vulnerabilities, errors or failures;
- negative publicity about their performance or effectiveness;
- introduction or anticipated introduction of competing products by our competitors;
- poor business conditions for our end-customers, causing them to delay IT purchases;
- changes to the regulatory requirements around security; and
- reluctance of customers to purchase products incorporating open source software.

If our new products or enhancements do not achieve adequate acceptance in the market, our competitive position will be impaired, our revenue will be diminished and the effect on our operating results may be particularly acute because of the significant research, development, marketing, sales and other expenses we incurred in connection with the new product or enhancement.

Demand for our products may be limited by market perception that individual products from one vendor that provide multiple layers of security protection in one product are inferior to point solution network security solutions from multiple vendors.

Sales of many of our products depend on increased demand for incorporating broad security functionality into one appliance. If the market for these products fails to grow as we anticipate, our business will be seriously harmed. Target customers may view "all-in-one" network security solutions as inferior to security solutions from multiple vendors because of, among other things, their perception that such products of ours provide security functions from only a single vendor and do not allow users to choose "best-of-breed" defenses from among the wide range of dedicated security applications available. Target customers might also perceive that, by combining multiple security functions into a single platform, our solutions create a "single point of failure" in their networks, which means that an error, vulnerability or failure of our product may place the entire network at risk. In addition, the market perception that "all-in-one" solutions may be suitable only for small and medium-sized businesses because such solution lacks the performance capabilities and functionality of other solutions may harm our sales to large businesses, service provider and government organization end-customers. If the foregoing concerns and perceptions

become prevalent, even if there is no factual basis for these concerns and perceptions, or if other issues arise with our market in general, demand for multi-security functionality products could be severely limited, which would limit our growth and harm our business, financial condition and results of operations. Further, a successful and publicized targeted attack against us, exposing a “single point of failure,” could significantly increase these concerns and perceptions and may harm our business and results of operations.

If functionality similar to that offered by our products is incorporated into existing network infrastructure products, organizations may decide against adding our appliances to their network, which would have an adverse effect on our business.

Large, well-established providers of networking equipment, such as Cisco, F5 Networks and Juniper, offer, and may continue to introduce, network security features that compete with our products, either in standalone security products or as additional features in their network infrastructure products. The inclusion of, or the announcement of an intent to include, functionality perceived to be similar to that offered by our security solutions in networking products that are already generally accepted as necessary components of network architecture may have an adverse effect on our ability to market and sell our products. Furthermore, even if the functionality offered by network infrastructure providers is more limited than our products, a significant number of customers may elect to accept such limited functionality in lieu of adding appliances from an additional vendor such as us. Many organizations have invested substantial personnel and financial resources to design and operate their networks and have established deep relationships with other providers of networking products, which may make them reluctant to add new components to their networks, particularly from other vendors such as us. In addition, an organization’s existing vendors or new vendors with a broad product offering may be able to offer concessions that we are not able to match because we currently offer only network security products and have fewer resources than many of our competitors. If organizations are reluctant to add additional network infrastructure from new vendors or otherwise decide to work with their existing vendors, our business, financial condition and results of operations will be adversely affected.

Managing inventory of our products and product components is complex. Insufficient inventory or components may result in lost sales opportunities or delayed revenue, while excess inventory may harm our gross margins.

Managing our inventory is complex. Our channel partners may increase orders during periods of product shortages, cancel orders or not place orders commensurate with our expectations if their inventory is too high, return products or take advantage of price protection (if any is available to the particular partner) or delay orders in anticipation of new products, and accurately forecasting inventory requirements and demand can be challenging. Our channel partners also may adjust their orders in response to the supply of our products and the products of our competitors that are available to them and in response to seasonal fluctuations in end-customer demand. Furthermore, if the time required to source components, manufacture or ship certain products increases for any reason, inventory shortfalls could result. If we cannot manufacture and ship our products due to, for example, natural disasters and health emergencies such as earthquakes, fires, power outages, typhoons, floods, pandemics and epidemics such as the COVID-19 pandemic or manmade events such as civil unrest, labor disruption, international trade disputes, international conflicts, terrorism, wars and critical infrastructure attacks, our business and financial results could be materially and adversely impacted. Management of our inventory is further complicated by the significant number of different products and models that we sell which may impact our billings, revenue, margins and free cash flow. Mismanagement of our inventory, whether due to imprecise forecasting, employee errors or malfeasance, inaccurate information or otherwise, may adversely affect our results of operations. The COVID-19 pandemic has resulted in challenges to obtaining components and inventory, as well as increases to freight and shipping costs, and may result in a material adverse effect on our results of operations. In order to mitigate supply chain risk from COVID-19, we have increased our on-hand stock of certain products. If we are unable to sell these products, we would be required to write-off excess inventory, which would have an adverse impact on our results of operations.

Inventory management remains an area of focus as we balance the need to maintain inventory levels that are sufficient to ensure competitive lead times against the risk of inventory obsolescence because of rapidly changing technology, product transitions, customer requirements or excess inventory levels. If we ultimately determine that we have excess inventory, we may have to reduce our prices and write-down inventory, which in turn could result in lower gross margins. Alternatively, insufficient inventory levels may lead to shortages that result in delayed billings and revenue or loss of sales opportunities altogether as potential end-customers turn to competitors’ products that are readily available. For example, we have in the past experienced inventory shortages and excesses due to the variance in demand for certain products from forecasted amounts. Our inventory management systems and related supply chain visibility tools may be inadequate to enable us to effectively manage inventory. If we are unable to effectively manage our inventory and that of our channel partners, our results of operations could be adversely affected.

Because we depend on several third-party manufacturers to build our products, we are susceptible to manufacturing delays that could prevent us from shipping customer orders on time, if at all, and may result in the loss of sales and customers, and third-party manufacturing cost increases could result in lower gross margins and free cash flow.

We outsource the manufacturing of our security appliance products to contract manufacturing partners and original design manufacturing partners, including manufacturers with facilities located in Taiwan, China and other countries outside the United States such as Micro-Star, Wistron, Senao, ADLINK and IBASE. Our reliance on our third-party manufacturers in Asia and elsewhere reduces our control over the manufacturing process, exposing us to risks, including reduced control over quality assurance, costs, supply and timing and possible tariffs. Any manufacturing disruption related to our third-party manufacturers or their component suppliers for any reason, including natural disasters and health emergencies such as earthquakes, fires, power outages, typhoons, floods, health pandemics and epidemics such as the COVID-19 pandemic and manmade events such as civil unrest, labor disruption, international trade disputes, international conflicts, terrorism, wars and critical infrastructure attacks, could impair our ability to fulfill orders. If we are unable to manage our relationships with these third-party manufacturers effectively, or if these third-party manufacturers experience delays, increased manufacturing lead-times, disruptions, capacity constraints or quality control problems in their manufacturing operations, or fail to meet our future requirements for timely delivery, our ability to ship products to our customers could be impaired and our business would be seriously harmed. Further, approximately 85% of our hardware is manufactured in Taiwan. Any increase in tensions between China and Taiwan, including threats of military actions or escalation of military activities, could adversely affect our manufacturing operations in Taiwan.

These manufacturers fulfill our supply requirements on the basis of individual purchase orders. We have no long-term contracts or arrangements with our third-party manufacturers that guarantee capacity, the continuation of particular payment terms or the extension of credit limits. Accordingly, they are not obligated to continue to fulfill our supply requirements, and the prices we are charged for manufacturing services could be increased on short notice. If we are required to change third-party manufacturers, our ability to meet our scheduled product deliveries to our customers would be adversely affected, which could cause the loss of sales and existing or potential customers, delayed revenue or an increase in our costs, which could adversely affect our gross margins. Our individual product lines are generally manufactured by only one manufacturing partner. Any production or shipping interruptions for any reason, such as a natural disaster, epidemic, capacity shortages, quality problems or strike or other labor disruption at one of our manufacturing partners or locations or at shipping ports or locations, would severely affect sales of our product lines manufactured by that manufacturing partner. Furthermore, manufacturing cost increases for any reason could result in lower gross margins.

Our proprietary SPUs, which are key to the performance of our appliances, are built by contract manufacturers including Renesas and Toshiba. These contract manufacturers use foundries operated by TSMC or Renesas on a purchase-order basis, and these foundries do not guarantee their capacity and could delay orders or increase their pricing. Accordingly, the foundries are not obligated to continue to fulfill our supply requirements, and due to the long lead time that a new foundry would require, we could suffer inventory shortages of our SPU as well as increased costs. In addition to our proprietary SPU, we also purchase off-the-shelf ASICs or integrated circuits from vendors for which we have experienced, and may continue to experience, long lead times. Our suppliers may also prioritize orders by other companies that order higher volumes or more profitable products. If any of these manufacturers materially delays its supply of ASICs or specific product models to us, or requires us to find an alternate supplier and we are not able to do so on a timely and reasonable basis, or if these foundries materially increase their prices for fabrication of our SPU or ASICs, our business would be harmed.

In addition, our reliance on third-party manufacturers and foundries limits our control over environmental regulatory requirements such as the hazardous substance content of our products and therefore our ability to ensure compliance with the Restriction of Hazardous Substances Directive (the "EU RoHS") adopted in the European Union (the "EU") and other similar laws. It also exposes us to the risk that certain minerals and metals, known as "conflict minerals," that are contained in our products have originated in the Democratic Republic of the Congo or an adjoining country. As a result of the passage of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank"), the Securities and Exchange Commission (the "SEC") adopted disclosure requirements for public companies whose products contain conflict minerals that are necessary to the functionality or production of such products. Under these rules, we are required to obtain sourcing data from suppliers, perform supply chain due diligence, and file annually with the SEC a specialized disclosure report on Form SD covering the prior calendar year. We have incurred and expect to incur additional costs to comply with the rules, including costs related to efforts to determine the origin, source and chain of custody of the conflict minerals used in our products and the adoption of conflict minerals-related governance policies, processes and controls. Moreover, the implementation of these compliance measures could adversely affect the sourcing, availability and pricing of materials used in the manufacture of our products to the extent that there may be only a limited number of suppliers that are able to meet our sourcing requirements, which would make it more difficult to obtain such materials in sufficient quantities or at competitive prices. We may also encounter customers who require that all of the components of our products be certified as conflict-free. If we are not able to

meet customer requirements, such customers may choose to not purchase our products, which could impact our sales and the value of portions of our inventory.

Because some of the key components in our products come from limited sources of supply, we are susceptible to supply shortages, long lead times for components, and supply changes, each of which could disrupt or delay our scheduled product deliveries to our customers, result in inventory shortage, cause loss of sales and customers or increase component costs resulting in lower gross margins and free cash flow.

We and our contract manufacturers currently purchase several key parts and components used in the manufacture of our products from limited sources of supply. We are therefore subject to the risk of shortages and long lead times in the supply of these components and the risk that component suppliers may discontinue or modify components used in our products. We have in the past experienced, and are currently experiencing, shortages and long lead times for certain components. Our limited source components for particular appliances and suppliers of those components include specific types of CPUs from Intel, network chips from Broadcom, Marvell and Intel, and memory devices from Intel, ADATA, Toshiba, Samsung and Western Digital. We also may face shortages in the supply of the capacitors and resistors that are used in the manufacturing of our products. The introduction by component suppliers of new versions of their products, particularly if not anticipated by us or our contract manufacturers, could require us to expend significant resources to incorporate these new components into our products. In addition, if these suppliers were to discontinue production of a necessary part or component, we would be required to expend significant resources and time in locating and integrating replacement parts or components from another vendor. Qualifying additional suppliers for limited source parts or components can be time-consuming and expensive.

Our manufacturing partners have experienced long lead times for the purchase of components incorporated into our products. Lead times for components may be adversely impacted by factors outside of our control such as natural disasters and health emergencies such as earthquakes, fires, power outages, typhoons, floods, health pandemics and epidemics such as the COVID-19 pandemic, and manmade events such as civil unrest, labor disruption, international trade disputes, international conflicts, terrorism, wars, critical infrastructure attacks and other factors. Our reliance on a limited number of suppliers involves several additional risks, including:

- a potential inability to obtain an adequate supply of required parts or components when required;
- financial or other difficulties faced by our suppliers;
- infringement or misappropriation of our IP;
- price increases;
- failure of a component to meet environmental or other regulatory requirements;
- failure to meet delivery obligations in a timely fashion;
- failure in component quality; and
- inability to ship products on a timely basis.

The occurrence of any of these events would be disruptive to us and could seriously harm our business. Any interruption or delay in the supply of any of these parts or components, or the inability to obtain these parts or components from alternate sources at acceptable prices and within a reasonable amount of time, would harm our ability to meet our scheduled product deliveries to our distributors, resellers and end-customers. This could harm our relationships with our channel partners and end-customers and could cause delays in shipment of our products and adversely affect our results of operations. In addition, increased component costs could result in lower gross margins.

We offer retroactive price protection to certain of our major distributors, and if we fail to balance their inventory with end-customer demand for our products, our allowance for price protection may be inadequate, which could adversely affect our results of operations.

We provide certain of our major distributors with price protection rights for inventories of our products held by them. If we reduce the list price of our products, certain distributors receive refunds or credits from us that reduce the price of such products held in their inventory based upon the new list price. Future credits for price protection will depend on the percentage of our price reductions for the products in inventory and our ability to manage the levels of our major distributors' inventories. If future price protection adjustments are higher than expected, our future results of operations could be materially and adversely affected.

The sales prices of our products and services may decrease, which may reduce our gross profits and operating margin, and which may adversely impact our financial results and the trading price of our common stock.

The sales prices for our products and services may decline for a variety of reasons or our product mix may change, resulting in lower growth and margins based on a number of factors, including competitive pricing pressures, discounts or promotional programs we offer, a change in our mix of products and services and anticipation of the introduction of new products and services. Competition continues to increase in the market segments in which we participate, and we expect competition to further increase in the future, thereby leading to increased pricing pressures. Larger competitors with more diverse product offerings may reduce the price of products and services that compete with ours in order to promote the sale of other products or services or may bundle them with other products or services. Additionally, although we price our products and services worldwide in U.S. dollars, currency fluctuations in certain countries and regions have in the past, and may in the future, negatively impact actual prices that partners and customers are willing to pay in those countries and regions. Furthermore, we anticipate that the sales prices and gross profits for our products or services will decrease over product life cycles. We cannot ensure that we will be successful in developing and introducing new offerings with enhanced functionality on a timely basis, or that our product and service offerings, if introduced, will enable us to maintain our prices, gross profits and operating margin at levels that will allow us to maintain profitability.

Actual, possible or perceived defects or vulnerabilities in our products or services, the failure of our products or services to detect or prevent a security breach or the misuse of our products could harm our reputation and divert resources.

Because our products and services are complex, they have contained and may contain defects or errors that are not detected until after their commercial release and deployment by our customers. Defects or vulnerabilities may impede or block network traffic, cause our products or services to be vulnerable to electronic break-ins, cause them to fail to help secure our customers or cause our products or services to allow unauthorized access to our customers' networks. Additionally, any perception that our products have product vulnerabilities, whether or not accurate, may cause reputation harm. Our products are also susceptible to errors, defects, logic flaws, vulnerabilities and inserted vulnerabilities that may arise in, or be included in our products in, different stages of our supply chain, manufacturing and shipment processes, and a threat actor's exploitation of these weaknesses may be difficult to anticipate, prevent, and detect. If we are unable to maintain an effective supply chain security risk management program, then the security and integrity of our products and the updates to those products that our customers receive could be exploited by third parties or insiders. Different customers deploy and use our products in different ways, and certain deployments and usages may subject our products to adverse conditions that may negatively impact the effectiveness and useful lifetime of our products. Our networks and products, including cloud-based technology, could be targeted by attacks specifically designed to disrupt our business and harm our reputation. We cannot ensure that our products will prevent all adverse security events. Because the techniques used by malicious adversaries to access or sabotage networks change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques. In addition, defects or errors in our FortiGuard and other security subscription or FortiCare updates or our Fortinet appliances and operating systems could result in a failure of our FortiGuard and other security subscription services to effectively update end-customers' Fortinet appliances and cloud-based products and thereby leave customers vulnerable to attacks. Furthermore, our solutions may also fail to detect or prevent viruses, worms or similar threats due to a number of reasons such as the evolving nature of such threats and the continual emergence of new threats that we may fail to add to our FortiGuard databases in time to protect our end-customers' networks. Our data centers and networks and those of our hosting vendors and cloud service providers, may also experience technical failures and downtime, and may fail to distribute appropriate updates, or fail to meet the increased requirements of our customer base. Any such technical failure, downtime or failures in general may temporarily or permanently expose our end-customers' networks, leaving their networks unprotected against the latest security threats.

An actual, possible or perceived security breach or infection of the network of one of our end-customers, regardless of whether the breach is attributable to the failure of our products or services to prevent the security breach, or any actual or perceived security risk in our supply chain, could adversely affect the market's perception of our security products and services, cause customers and customer prospects not to buy from us and, in some instances, subject us to potential liability that is not contractually limited. We may not be able to correct any security flaws or vulnerabilities promptly, or at all. Our products may also be misused by end-customers or third parties who obtain access to our products. For example, our products could be used to censor private access to certain information on the internet. Such use of our products for censorship could result in negative press coverage and negatively affect our reputation, even if we take reasonable measures to prevent any improper shipment of our products or if our products are provided by an unauthorized third party. Any actual, possible or perceived defects, errors or vulnerabilities in our products, or misuse of our products, could result in:

- the expenditure of significant financial and product development resources in efforts to analyze, correct, eliminate or work around errors or defects or to address and eliminate vulnerabilities;
- the loss of existing or potential end-customers or channel partners;
- delayed or lost revenue;
- delay or failure to attain market acceptance;
- negative publicity and harm to our reputation; and
- litigation, regulatory inquiries or investigations that may be costly and harm our reputation and, in some instances, subject us to potential liability that is not contractually limited.

The network security market is rapidly evolving and the complex technology incorporated in our products makes them difficult to develop. If we do not accurately predict, prepare for and respond promptly to technological and market developments and changing end-customer needs, our competitive position and prospects may be harmed.

The network security market is expected to continue to evolve rapidly. Moreover, many of our end-customers operate in markets characterized by rapidly changing technologies and business plans, which require them to add numerous network access points and adapt increasingly complex networks, incorporating a variety of hardware, software applications, operating systems and networking protocols. In addition, computer hackers and others who try to attack networks employ increasingly sophisticated techniques to gain access to and attack systems and networks. The technology in our products is especially complex because it needs to effectively identify and respond to new and increasingly sophisticated methods of attack, while minimizing the impact on network performance. Additionally, some of our new products and enhancements may require us to develop new hardware architectures and ASICs that involve complex, expensive and time-consuming research and development processes. For example, we enter into development agreements with third parties. If our contract development projects are not successfully completed, or are not completed in a timely fashion, our product development could be delayed and our business generally could suffer. Costs for contract development can be substantial and our profitability may be harmed if we are unable to recover these costs. Although the market expects rapid introduction of new products or product enhancements to respond to new threats, the development of these products is difficult and the timetable for commercial release and availability is uncertain and there can be long time periods between releases and availability of new products. We have in the past and may in the future experience unanticipated delays in the availability of new products and services and fail to meet previously announced timetables for such availability. If we do not quickly respond to the rapidly changing and rigorous needs of our end-customers by developing and releasing and making available on a timely basis new products and services or enhancements that can respond adequately to new security threats, our competitive position and business prospects may be harmed.

Moreover, business models based on SaaS, either hosted or cloud-based services, have become increasingly in-demand by our end-customers and adopted by other providers, including our competitors. While we have introduced additional cloud-based products and services and will continue to do so, most of our platform is currently deployed on premise, and therefore, if customers demand that our platform be provided through a SaaS business model, we would be required to make additional investments in our infrastructure and personnel to be able to more fully provide our platform through a SaaS model in order to maintain the competitiveness of our platform. Such investments may involve expanding our data centers, servers and networks, and increasing our technical operations and engineering teams. These risks are compounded by the uncertainty concerning the future viability of SaaS business models and the future demand for such models by customers. Additionally, if we are unable to meet the demand to provide our services through a SaaS model, we may lose customers to competitors.

Our uniform resource locator (“URL”) database for our web filtering service may fail to keep pace with the rapid growth of URLs and may not categorize websites in accordance with our end-customers’ expectations.

The success of our web filtering service depends on the breadth and accuracy of our URL database. Although our URL database currently catalogs millions of unique URLs, it contains only a portion of the URLs for all of the websites that are available on the internet. In addition, the total number of URLs and software applications is growing rapidly, and we expect this rapid growth to continue in the future. Accordingly, we must identify and categorize content for our security risk categories at an extremely rapid rate. Our database and technologies may not be able to keep pace with the growth in the number of websites, especially the growing amount of content utilizing foreign languages and the increasing sophistication of malicious code and the delivery mechanisms associated with spyware, phishing and other hazards associated with the internet. Further, the ongoing evolution of the internet and computing environments will require us to continually improve the functionality, features and reliability of our web filtering function. Any failure of our databases to keep pace with the rapid growth and technological change of the internet could impair the market acceptance of our products, which in turn could harm our business, financial condition and results of operations.

In addition, our web filtering service may not be successful in accurately categorizing internet and application content to meet our end-customers’ expectations. We rely upon a combination of automated filtering technology and human review to categorize websites and software applications in our proprietary databases. Our end-customers may not agree with our determinations that particular URLs should be included or not included in specific categories of our databases. In addition, it is possible that our filtering processes may place material that is objectionable or that presents a security risk in categories that are generally unrestricted by our customers’ internet and computer access policies, which could result in such material not being blocked from the network. Conversely, we may miscategorize websites such that access is denied to websites containing information that is important or valuable to our customers. Any miscategorization could result in customer dissatisfaction and harm our reputation. Any failure to effectively categorize and filter websites according to our end-customers’ and channel partners’ expectations could impair the growth of our business.

False detection of vulnerabilities, viruses or security breaches or false identification of spam or spyware could adversely affect our business.

Our FortiGuard and other security subscription services may falsely detect, report and act on viruses or other threats that do not actually exist. This risk is heightened by the inclusion of a “heuristics” feature in our products, which attempts to identify viruses and other threats not based on any known signatures but based on characteristics or anomalies that may indicate that a particular item is a threat. When our end-customers enable the heuristics feature in our products, the risk of falsely identifying viruses and other threats significantly increases. These false positives, while typical in the industry, may impair the perceived reliability of our products and may therefore adversely impact market acceptance of our products. Also, our FortiGuard and other security subscription services may falsely identify emails or programs as unwanted spam or potentially unwanted programs, or alternatively fail to properly identify unwanted emails or programs, particularly as spam emails or spyware are often designed to circumvent anti-spam or spyware products. Parties whose emails or programs are blocked by our products may seek redress against us for labeling them as spammers or spyware, or for interfering with their business. In addition, false identification of emails or programs as unwanted spam or potentially unwanted programs may reduce the adoption of our products. If our system restricts important files or applications based on falsely identifying them as malware or some other item that should be restricted, this could adversely affect end-customers’ systems and cause material system failures. In addition, our threat researchers periodically identify vulnerabilities in various third-party products, and, if these identifications are perceived to be incorrect or are in fact incorrect, this could harm our business. Any such false identification or perceived false identification of important files, applications or vulnerabilities could result in negative publicity, loss of end-customers and sales, increased costs to remedy any problem and costly litigation.

Our ability to sell our products is dependent on the quality of our technical support services, and our failure to offer high-quality technical support services would have a material adverse effect on our sales and results of operations.

Once our products are deployed within our end-customers’ networks, our end-customers depend on our technical support services, as well as the support of our channel partners and other third parties, to resolve any issues relating to our products. If we, our channel partners or other third parties do not effectively assist our customers in planning, deploying and operational proficiency for our products, succeed in helping our customers quickly resolve post-deployment issues and provide effective ongoing support, our ability to sell additional products and services to existing customers would be adversely affected and our reputation with potential customers could be damaged. Many large end-customers, and service provider or government organization end-customers, require higher levels of support than smaller end-customers because of their more complex deployments and more demanding environments and business models. If we, our channel partners or other third parties fail to meet the requirements of our larger end-customers, it may be more difficult to execute on our strategy to increase our

penetration with large businesses, service providers and government organizations. Our failure to maintain high-quality support services would have a material adverse effect on our business, financial condition and results of operations and may subject us to litigation, reputational damage, loss of customers and additional costs.

Our business is subject to the risks of warranty claims, product returns, product liability and product defects.

Our products are very complex and, despite testing prior to their release, have contained and may contain undetected defects or errors, especially when first introduced or when new versions are released. Product errors have affected the performance and effectiveness of our products and could delay the development or release of new products or new versions of products, adversely affect our reputation and our end-customers' willingness to buy products from us, result in litigation and disputes with customers and adversely affect market acceptance or perception of our products. Any such errors or delays in releasing new products or new versions of products or allegations of unsatisfactory performance could cause us to lose revenue or market share, increase our service costs, cause us to incur substantial costs in redesigning the products, cause us to lose significant end-customers, subject us to litigation, litigation costs and liability for damages and divert our resources from other tasks, any one of which could materially and adversely affect our business, results of operations and financial condition. Our products must successfully interoperate with products from other vendors. As a result, when problems occur in a network, it may be difficult to identify the sources of these problems. The occurrence of hardware and software errors, whether or not caused by our products, could delay or reduce market acceptance of our products and have an adverse effect on our business and financial performance, and any necessary revisions may cause us to incur significant expenses. The occurrence of any such problems could harm our business, financial condition and results of operations.

Although we generally have limitation of liability provisions in our standard terms and conditions of sale, they may not fully or effectively protect us from claims if exceptions apply or if the provisions are deemed unenforceable, and in some circumstances we may be required to indemnify a customer in full, without limitation, for certain liabilities, including liabilities that are not contractually limited. The sale and support of our products also entail the risk of product liability claims. We maintain insurance to protect against certain claims associated with the use of our products, but our insurance coverage may not adequately cover any claim asserted against us, if at all, and in some instances may subject us to potential liability that is not contractually limited. In addition, even claims that ultimately are unsuccessful could result in our expenditure of funds in litigation and divert management's time and other resources.

Risks Related to our Systems and Technology

If our internal enterprise IT networks, on which we conduct internal business and interface externally, our operational networks, through which we connect to customer systems and provide services, or our research and development networks, our back-end labs and cloud stacks through which we research and develop products and services, are compromised, public perception of our products and services may be harmed, our customers may be breached and harmed, we may become subject to liability, and our business, operating results and stock price may be adversely impacted.

Our success depends on the market's confidence in our ability to provide effective network security protection. Despite our efforts and processes to prevent breaches of our internal networks, systems and websites, we are still vulnerable to computer viruses, break-ins, phishing attacks, attempts to overload our servers with denial-of-service and other cyber-attacks and similar disruptions from unauthorized access to our internal networks, systems or websites. Our security measures may also be breached due to employee error, malfeasance or otherwise, which breaches may be more difficult to detect than outsider threats, and the existing programs and trainings we have in place to prevent such insider threats may not be effective or sufficient. Third parties may also attempt to fraudulently induce our employees to transfer funds or disclose information in order to gain access to our networks and confidential information. Third parties may also send our customers or others malware or malicious emails that falsely indicate that we are the source, potentially causing lost confidence in us and reputational harm. We cannot guarantee that the measures we have taken to protect our networks, systems and websites will provide adequate security. Moreover, because we provide network security products, we may be a more attractive target for attacks by computer hackers and any security breaches and other security incidents involving us may result in more harm to our reputation and brand than companies that do not sell network security solutions. Hackers and malicious parties may be able to develop and deploy viruses, worms, ransomware and other malicious software programs that attack our products and customers, that impersonate our update servers in an effort to access customer networks and negatively impact customers, or otherwise exploit any security vulnerabilities of our products, or attempt to fraudulently induce our employees, customers or others to disclose passwords or other sensitive information or unwittingly provide access to our internal networks, systems or data.

For example, from time to time, we have discovered that unauthorized parties have targeted us using sophisticated techniques, including by stealing technical data and attempting to steal private encryption keys, in an effort to both impersonate our products and threat intelligence update services and possibly attempt other attack methodologies. Using these techniques, these unauthorized parties have tried, and may in the future try, to gain access to certain of our and our customers' systems. We have also, for example, discovered that unauthorized parties have targeted vulnerabilities in our product software in an effort to gain entry into our customers' networks. These and other hacking efforts against us and our customers may be ongoing and may recur in the future. Although we take numerous measures and implement multiple layers of security to protect our networks and our customers' networks, we cannot guarantee that our security products, processes and services will secure against all threats. Further, we cannot be sure that third parties have not been, or will not in the future be, successful in improperly accessing our systems and our customers' systems, which could negatively impact us and our customers. An actual breach could significantly harm us and our customers, and an actual or perceived breach, or any other actual or perceived data security incident, threat or vulnerability, that involves our supply chains, networks, systems or websites and/or our customers' supply chains, networks, systems or websites could adversely affect the market perception of our products and services and investor confidence in our company. Any breach of our networks, systems or websites could impair our ability to operate our business, including our ability to provide FortiGuard and other security subscription and FortiCare technical support services to our end-customers, lead to interruptions or system slowdowns, cause loss of critical data or lead to the unauthorized disclosure or use of confidential, proprietary or sensitive information. We could also be subject to liability and litigation and reputational harm and our channel partners and end-customers may be harmed, lose confidence in us and decrease or cease using our products and services. Any breach of our internal networks, systems or websites could have an adverse effect on our business, operating results and stock price.

In addition, due to the COVID-19 pandemic, a substantial majority of our employees are temporarily working remotely, which may pose additional data security risks. For example, there has been an increase in phishing attempts and spam emails as well as social engineering attempts from hackers hoping to use the recent COVID-19 pandemic to their advantage. The risks described above could therefore be exacerbated by the COVID-19 pandemic.

If we do not appropriately manage any future growth, including through the expansion of our real estate facilities, or are unable to improve our systems, processes and controls, our operating results will be negatively affected.

We rely heavily on information technology to help manage critical functions such as order configuration, pricing and quoting, revenue recognition, financial forecasts, inventory and supply chain management and trade compliance reviews. In addition, we have been slow to adopt and implement certain automated functions, which could have a negative impact on our business. For example, a large part of our order processing relies on manual data entry of customer purchase orders received through email and, to a lesser extent, through electronic data interchange from our customers. Due to the use of manual processes and the fact that we may receive a large amount of our orders in the last few weeks of any given quarter, an interruption in our email service or other systems could result in delayed order fulfillment and decreased billings and revenue for that quarter.

To manage any future growth effectively, we must continue to improve and expand our information technology and financial, operating, security and administrative systems and controls, and our business continuity and disaster recovery plans and processes. We must also continue to manage headcount, capital and processes in an efficient manner. We may not be able to successfully implement requisite improvements to these systems, controls and processes, such as system capacity, access, security and change management controls, in a timely or efficient manner. Our failure to improve our systems and processes, or their failure to operate in the intended manner, whether as a result of the significant growth of our business or otherwise, may result in our inability to manage the growth of our business and to accurately forecast our revenue, expenses and earnings, or to prevent certain losses. Moreover, the failure of our systems and processes could undermine our ability to provide accurate, timely and reliable reports on our financial and operating results and could impact the effectiveness of our internal control over financial reporting.

In addition, our systems, processes and controls may not prevent or detect all errors, omissions, malfeasance or fraud, such as corruption and improper "side agreements" that may impact revenue recognition or result in financial liability. Our productivity and the quality of our products and services may also be adversely affected if we do not integrate and train our new employees quickly and effectively. Any future growth would add complexity to our organization and require effective coordination throughout our organization. Failure to ensure appropriate systems, processes and controls and to manage any future growth effectively could result in increased costs and harm our reputation and results of operations.

We have expanded our office real estate holdings to meet our projected growing need for office space. We have started construction on a second building adjacent to our headquarters as we expand our campus in Sunnyvale, California. These plans will require significant capital expenditure over the next several years and involve certain risks, including impairment charges and acceleration of depreciation, changes in future business strategy that may decrease the need for expansion (such as a decrease in headcount or increase in work from home) and risks related to construction. Future changes in growth or fluctuations in cash flow may also negatively impact our ability to pay for these projects or free cash flow. Additionally, inaccuracies in our projected capital expenditures could negatively impact our business, operating results and financial condition.

We may experience difficulties maintaining and expanding our internal business management systems.

The maintenance of our internal business management systems, such as our Enterprise Resource Planning (“ERP”) and Customer Relationship Management (“CRM”) systems, has required, and will continue to require, the investment of significant financial and human resources. In addition, we may choose to upgrade or expand the functionality of our internal systems, leading to additional costs. We may also discover deficiencies in our design or maintenance of our internal systems that could adversely affect our ability to forecast orders, process orders, ship products, provide services and customer support, send invoices and track payments, fulfill contractual obligations, accurately maintain books and records, provide accurate, timely and reliable reports on our financial and operating results or otherwise operate our business. Additionally, if any of our internal systems does not operate as intended, the effectiveness of our internal control over financial reporting could be adversely affected or our ability to assess it adequately could be delayed. Further, we may expand the scope of our ERP and CRM systems. Our operating results may be adversely affected if these upgrades or expansions are delayed or if the systems do not function as intended or are not sufficient to meet our operating requirements.

Risks Related to our Intellectual Property

Our proprietary rights may be difficult to enforce, which could enable others to copy or use aspects of our products without compensating us.

We rely primarily on patent, trademark, copyright and trade secrets laws and confidentiality procedures and contractual provisions to protect our technology. Valid patents may not issue from our pending applications, and the claims eventually allowed on any patents may not be sufficiently broad to protect our technology or products. Any issued patents may be challenged, invalidated or circumvented, and any rights granted under these patents may not actually provide adequate defensive protection or competitive advantages to us. Patent applications in the United States are typically not published until at least 18 months after filing, or, in some cases, not at all, and publications of discoveries in industry-related literature lag behind actual discoveries. We cannot be certain that we were the first to make the inventions claimed in our pending patent applications or that we were the first to file for patent protection. Additionally, the process of obtaining patent protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. In addition, recent changes to the patent laws in the United States may bring into question the validity of certain software patents and may make it more difficult and costly to prosecute patent applications. As a result, we may not be able to obtain adequate patent protection or effectively enforce our issued patents.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or obtain and use information that we regard as proprietary. We generally enter into confidentiality or license agreements with our employees, consultants, vendors and customers, and generally limit access to and distribution of our proprietary information. However, we cannot guarantee that the steps taken by us will prevent misappropriation of our technology. Policing unauthorized use of our technology or products is difficult. In addition, the laws of some foreign countries do not protect our proprietary rights to as great an extent as the laws of the United States, and many foreign countries do not enforce these laws as diligently as government agencies and private parties in the United States. From time to time, legal action by us may be necessary to enforce our patents and other IP rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement or invalidity. Such litigation could result in substantial costs and diversion of resources and could negatively affect our business, operating results and financial condition. If we are unable to protect our proprietary rights (including aspects of our software and products protected other than by patent rights), we may find ourselves at a competitive disadvantage to others who need not incur the additional expense, time and effort required to create the innovative products that have enabled us to be successful to date.

Our products contain third-party open source software components, and failure to comply with the terms of the underlying open source software licenses could restrict our ability to sell our products.

Our products contain software modules licensed to us by third-party authors under “open source” licenses, including the GNU Public License, the GNU Lesser Public License, the BSD License, the Apache License, the MIT X License and the Mozilla Public License. From time to time, there have been claims against companies that distribute or use open source software in their products and services, asserting that open source software infringes the claimants’ IP rights. We could be subject to suits by parties claiming infringement of IP rights in what we believe to be licensed open source software. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as, for example, open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software we use. If we combine our proprietary software with open source software in a certain manner, we could, under certain open source licenses, be required to release the source code of our proprietary software to the public. This would allow our competitors to create similar products with lower development effort and time and ultimately could result in a loss of product sales for us.

Although we monitor our use of open source software to avoid subjecting our products to conditions we do not intend, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that these licenses could be construed in a way that, for example, could impose unanticipated conditions or restrictions on our ability to commercialize our products. In this event, we could be required to seek licenses from third parties to continue offering our products, to make our proprietary code generally available in source code form, to re-engineer our products or to discontinue the sale of our products if re-engineering could not be accomplished on a timely basis, any of which requirements could adversely affect our business, operating results and financial condition.

Claims by others that we infringe their proprietary technology or other litigation matters could harm our business.

Patent and other IP disputes are common in the network security industry. Third parties are currently asserting, have asserted and may in the future assert claims of infringement of IP rights against us. Third parties have also asserted such claims against our end-customers or channel partners whom we may indemnify against claims that our products infringe the IP rights of third parties. As the number of products and competitors in our market increases and overlaps occur, infringement claims may increase. Any claim of infringement by a third party, even those without merit, could cause us to incur substantial costs defending against the claim and could distract our management from our business. In addition, litigation may involve patent holding companies, non-practicing entities or other adverse patent owners who have no relevant product revenue and against whom our own patents may therefore provide little or no deterrence or protection.

Although third parties may offer a license to their technology, the terms of any offered license may not be acceptable, and the failure to obtain a license or the costs associated with any license could cause our business, financial condition and results of operations to be materially and adversely affected. In addition, some licenses may be non-exclusive and, therefore, our competitors may have access to the same technology licensed to us.

Alternatively, we may be required to develop non-infringing technology, which could require significant time, effort and expense, and may ultimately not be successful. Furthermore, a successful claimant could secure a judgment or we may agree to a settlement that prevents us from distributing certain products or performing certain services or that requires us to pay substantial damages (including treble damages if we are found to have willfully infringed such claimant’s patents or copyrights), royalties or other fees. Any of these events could seriously harm our business, financial condition and results of operations.

From time to time we are subject to lawsuits claiming patent infringement. We are also subject to other litigation in addition to patent infringement claims, such as employment-related litigation and disputes, as well as general commercial litigation, and could become subject to other forms of litigation and disputes, including stockholder litigation. If we are unsuccessful in defending any such claims, our operating results and financial condition and results may be materially and adversely affected. For example, we may be required to pay substantial damages and could be prevented from selling certain of our products. Litigation, with or without merit, could negatively impact our business, reputation and sales in a material fashion.

We have several ongoing patent lawsuits, certain companies have sent us demand letters proposing that we license certain of their patents, and organizations have sent letters demanding that we provide indemnification for patent claims. As two examples of the ongoing patent lawsuits against us, one such patent lawsuit by British Telecommunications plc was filed in federal court in Delaware in July 2018, and a second such lawsuit by Finjan, Inc. was filed in federal court in California in October 2018, and additional patent lawsuits have been filed against us since. Given this and the proliferation of lawsuits in our

industry and other similar industries by both non-practicing entities and operating entities, and recent non-practicing entity and operating entity patent litigation against other companies in the security space, we expect that we will be sued for patent infringement in the future, regardless of the merits of any such lawsuits. The cost to defend such lawsuits and any settlement payment or adverse result in such lawsuits could have a material adverse effect on our results of operations and financial condition.

We rely on the availability of third-party licenses.

Many of our products include software or other IP licensed from third parties. It may be necessary in the future to renew licenses relating to various aspects of these products or to seek new licenses for existing or new products. Licensors may claim we owe them additional license fees for past and future use of their software and other IP or that we cannot utilize such software or IP in our products going forward. There can be no assurance that the necessary licenses would be available on acceptable terms, if at all. The inability to obtain certain licenses or other rights or to obtain such licenses or rights on favorable terms or for reasonable pricing, or the need to engage in litigation regarding these matters, could result in delays in product releases until equivalent technology can be identified, licensed or developed, if at all, and integrated into our products and may result in significant license fees and have a material adverse effect on our business, operating results, and financial condition. Moreover, the inclusion in our products of software or other IP licensed from third parties on a non-exclusive basis could limit our ability to differentiate our products from those of our competitors.

We also rely on technologies licensed from third parties in order to operate functions of our business. If any of these third parties allege that we have not properly paid for such licenses or that we have improperly used the technologies under such licenses, we may need to pay additional fees or obtain new licenses, and such licenses may not be available on terms acceptable to us or at all or may be costly. In any such case, or if we were required to redesign our internal operations to function with new technologies, our business, results of operations and financial condition could be harmed.

Other Risks Related to Our Business and Financial Position

Failure to comply with laws and regulations applicable to our business could subject us to fines and penalties and could also cause us to lose end-customers in the public sector or negatively impact our ability to contract with the public sector.

Our business is subject to regulation by various federal, state, regional, local and foreign governmental agencies, including agencies responsible for monitoring and enforcing employment and labor laws, workplace safety, product safety, product labeling, environmental laws, consumer protection laws, anti-bribery laws, data privacy laws, import and export controls, federal securities laws and tax laws and regulations. In certain jurisdictions, these regulatory requirements may be more stringent than in the United States. Non-compliance with applicable regulations or requirements could subject us to investigations, sanctions, enforcement actions, disgorgement of profits, fines, damages and civil and criminal penalties or injunctions. If any governmental sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, operating results and financial condition could be adversely affected. In addition, responding to any action will likely result in a significant diversion of management's attention and resources and an increase in professional fees. Enforcement actions and sanctions could harm our business, operating results and financial condition.

For example, the GDPR, which became effective in May 2018 and superseded current EU data protection regulations, imposes stringent data handling requirements on companies that receive or process personal data of residents of the EU. Non-compliance with the GDPR could result in significant penalties, including data protection audits and heavy fines. Compliance with, and the other burdens imposed by, the GDPR may limit our ability to operate or expand our business in Europe and could adversely impact our operating results, as could delays or shortcomings in the implementation of our GDPR compliance program. In July 2020, the European Court of Justice issued a judgment declaring invalid the EU-U.S. Privacy Shield Framework (the "Privacy Shield") as a mechanism for exportation of personal data from the European Economic Area to the United States. Though we are not participants of the Privacy Shield, and instead employ alternative mechanisms for personal data transfers, the ruling raises questions as to GDPR implications and adequate data protection in the United States, and may have an impact on our European customers and related business operations.

Additionally, we may be subject to other legal regimes throughout the world governing data handling, protection and privacy. For example, in June 2018, California passed the California Consumer Privacy Act (the "CCPA"), which provides new data privacy rights for consumers and new operational requirements for companies and became effective on January 1, 2020. The costs of compliance with and the penalties for violations of the GDPR and CCPA, along with other burdens imposed by these regulations, may limit the use and adoption of our products and services and could have an adverse impact on our business.

Selling our solutions to the U.S. government, whether directly or through channel partners, also subjects us to certain regulatory and contractual requirements, government permit and clearance requirements and other risks. Failure to comply with these requirements or to obtain and maintain government permits and clearances required to do certain business, by either us or our channel partners, could subject us to investigations, fines, suspension, limitations on business or debarment from doing business with the U.S. government or one of its divisions, as well as other penalties and damages, which could have an adverse effect on our business, operating results, financial condition and prospects. Any violations of regulatory and contractual requirements could result in us being suspended or debarred from future government contracting. Any of these outcomes could have an adverse effect on our revenue, operating results, financial condition and prospects.

These laws, regulations and other requirements impose added costs on our business, and failure to comply with these or other applicable regulations and requirements, including non-compliance in the past, could lead to claims for damages from our channel partners, penalties, termination of contracts, loss of exclusive rights in our IP and temporary suspension, permanent debarment from government contracting, or other limitations on doing business. Any such damages, penalties, disruptions or limitations in our ability to do business with the public sector could have an adverse effect on our business and operating results.

We are subject to governmental export and import controls that could subject us to liability or restrictions on sales, and that could impair our ability to compete in international markets.

Because we incorporate encryption technology into our products, certain of our products are subject to U.S. export controls and may be exported outside the United States only with the required export license or through an export license exception, or may be prohibited altogether from export to certain countries. If we were to fail to comply with U.S. export laws, U.S. Customs regulations and import regulations, U.S. economic sanctions and other countries' import and export laws, we could be subject to substantial civil and criminal penalties, including fines for the company and incarceration for responsible employees and managers, and the possible loss of export or import privileges. In addition, if our channel partners fail to obtain appropriate import, export or re-export licenses or permits (e.g. for stocking orders placed by our partners), we may also be adversely affected through reputational harm and penalties and we may not be able to provide support related to appliances shipped pursuant to such orders. Obtaining the necessary export license for a particular sale may be time-consuming and may result in the delay or loss of sales opportunities.

Furthermore, U.S. export control laws and economic sanctions prohibit the shipment of certain products to U.S. embargoed or sanctioned countries, governments and persons. Even though we take precautions to prevent our product from being shipped to U.S. sanctions targets, our products could be shipped to those targets by our channel partners, despite such precautions. Any such shipment could have negative consequences including government investigations and penalties and reputational harm. In addition, various countries regulate the import of certain encryption technology, including import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our products or could limit our customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations may create delays in the introduction of our products in international markets, prevent our customers with international operations from deploying our products globally or, in some cases, prevent the export or import of our products to certain countries, governments or persons altogether. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential customers with international operations. Any decreased use of our products or limitation on our ability to export or sell our products would likely adversely affect our business, financial condition and results of operations.

Efforts to withdraw from or materially modify international trade agreements, to change tax provisions related to global manufacturing and sales or to impose new tariffs, economic sanctions or related legislation, any of which could adversely affect our financial condition and results of operations.

Our business benefits directly and indirectly from free trade agreements, and we also rely on various U.S. corporate tax provisions related to international commerce, as we develop, market and sell our products and services globally. Efforts to withdraw from or materially modify international trade agreements, or to change corporate tax policy related to international commerce, could adversely affect our financial condition and results of operations as could the continuing uncertainty regarding whether such actions will be taken.

Moreover, efforts to implement changes related to export or import regulations (including the imposition of new border taxes or tariffs on foreign imports), trade barriers, economic sanctions and other related policies could harm our results of operations. For example, in recent years, the United States has imposed additional import tariffs on certain goods from different countries and on most of Chinese imported goods. As a result, China and other countries imposed retaliatory tariffs on goods exported from the United States and both the United States and foreign countries have threatened to alter or leave current trade agreements. While we do not currently expect these tariffs to have a significant effect on our raw material and product import costs, if the United States expands increased tariffs, or retaliatory trade measures are taken by China or other countries in response to the tariffs, the cost of our products could increase, our operations could be disrupted or we could be required to raise our prices, which may result in the loss of customers and harm to our reputation and operating performance.

Any modification in these areas, any shift in the enforcement or scope of existing regulations or any change in the countries, governments, persons or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential end-customers with international operations and could result in increased costs. Any decreased use of our products or limitation on our ability to export or sell our products would likely adversely affect our business, financial condition and results of operations.

If we fail to comply with environmental requirements, our business, financial condition, operating results and reputation could be adversely affected.

We are subject to various environmental laws and regulations, including laws governing the hazardous material content of our products, laws relating to our real property and future expansion plans and laws concerning the recycling of electrical and electronic equipment. The laws and regulations to which we are subject include the EU RoHS Directive, EU Regulation 1907/2006 – Registration, Evaluation, Authorization and Restriction of Chemicals (the “REACH” Regulation) and the EU Waste Electrical and Electronic Equipment Directive (the “WEEE Directive”), as well as the implementing legislation of the EU member states. Similar laws and regulations have been passed or are pending in China, South Korea, Norway and Japan and may be enacted in other regions, including in the United States, and we are, or may in the future be, subject to these laws and regulations.

The EU RoHS Directive and the similar laws of other jurisdictions ban or restrict the presence of certain hazardous substances such as lead, mercury, cadmium, hexavalent chromium and certain fire-retardant plastic additives in electrical equipment, including our products. We have incurred costs to comply with these laws, including research and development costs, costs associated with assuring the supply of compliant components and costs associated with writing off scrapped noncompliant inventory. We expect to continue to incur costs related to environmental laws and regulations in the future. With respect to the EU RoHS, we and our competitors rely on exemptions for lead and other substances in network infrastructure equipment. It is possible one or more of these use exemptions will be revoked in the future. Additionally, although some of the EU RoHS exemptions have been extended, it is possible that some of these exemptions may expire in the future without being extended. If this exemption is revoked or expires without extension, if there are other changes to these laws (or their interpretation) or if new similar laws are passed in other jurisdictions, we may be required to re-engineer our products to use components compatible with these regulations. This re-engineering and component substitution could result in additional costs to us and/or disrupt our operations or logistics.

As part of the Circular Economy Action Plan, the European Commission amended the EU Waste Framework Directive (“WFD”) to include a number of measures related to waste prevention and recycling. Starting on January 5, 2021, we will be responsible for submitting product data to a database of hazardous substances known as the Substances of Concern In articles, as such and in complex objects (Products) database (the “SCIP database”). The SCIP database was established under the WFD and will be managed by the European Chemicals Agency. We expect to incur costs in order to comply with this new requirement.

The EU has also adopted the WEEE Directive, which requires electronic goods producers to be responsible for the collection, recycling and treatment of such products. Although currently our EU international channel partners are responsible for the requirements of this directive as the importer of record in most of the European countries in which we sell our products, changes in interpretation of the regulations may cause us to incur costs or have additional regulatory requirements in the future to meet in order to comply with this directive, or with any similar laws adopted in other jurisdictions.

Our failure to comply with these and future environmental rules and regulations could result in reduced sales of our products, increased costs, substantial product inventory write-offs, reputational damage, penalties and other sanctions.

Our inability to successfully acquire and integrate other businesses, products or technologies could seriously harm our competitive position.

In order to remain competitive, we may seek to acquire additional businesses, products, technologies or IP, such as patents. For example, we acquired OPAQ in July 2020 and Panopta in December 2020. For any possible future acquisitions, we may not be successful in negotiating the terms of the acquisition or financing the acquisition. For both our prior and future acquisitions, we may not be successful in effectively integrating the acquired business, product, technology or IP and sales force into our existing business and operations. We may have difficulty incorporating acquired technologies, IP or products with our existing product lines, integrating reporting systems and procedures, and maintaining uniform standards, controls, procedures and policies. For example, we may experience difficulties integrating an acquired company's ERP or CRM systems, sales support and other processes and systems, with our current systems and processes. Our due diligence may fail to identify all of the problems, liabilities or other shortcomings or challenges of an acquired business, product or technology, including issues with IP, product quality or product architecture, regulatory compliance practices, revenue recognition or other accounting practices or employee or customer issues, and we may not accurately forecast the financial impact of an acquisition. In addition, any acquisitions we are able to complete may be dilutive to revenue growth and earnings and may not result in any synergies or other benefits we had expected to achieve, which could result in impairment charges that could be substantial. We may have to pay cash, incur debt or issue equity securities to pay for any acquisition, each of which could affect our financial condition or the value of our capital stock and could result in dilution to our stockholders. Acquisitions during a quarter may result in increased operating expenses and adversely affect our results of operations for that period or future periods compared to the results that we have previously forecasted or achieved. Further, completing a potential acquisition and integrating acquired businesses, products, technologies or IP could significantly divert management time and resources.

Risks Related to Finance, Accounting and Tax Matters

If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our operating results could fall below expectations of securities analysts and investors, resulting in a decline in our stock price.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" in this Annual Report on Form 10-K, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Our operating results may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our operating results to fall below the expectations of securities analysts and investors, resulting in a decline in our stock price. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to revenue recognition, deferred contract costs and commission expense, valuation of inventory, accounting for business combination, contingent liabilities and accounting for income taxes.

We are exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and results of operations.

A significant portion of our operating expenses are incurred outside the United States. These expenses are denominated in foreign currencies and are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, Canadian dollar and British pound. Additionally, fluctuations in the exchange rate of the Canadian dollar may negatively impact our development plans in Burnaby, Canada. While we are not currently engaged in material hedging activities, we have been hedging currency exposures relating to certain balance sheet accounts through the use of forward exchange contracts. If we stop hedging against any of these risks or if our attempts to hedge against these currency exposures are not successful, our financial condition and results of operations could be adversely affected. Our sales contracts are primarily denominated in U.S. dollars and therefore, while substantially all of our revenue is not subject to foreign currency risk, it does not serve as a hedge to our foreign currency-denominated operating expenses. In addition, a strengthening of the U.S. dollar may increase the real cost of our products to our customers outside of the United States, which may also adversely affect our financial condition and results of operations.

We could be subject to changes in our tax rates, the adoption of new U.S. or international tax legislation or exposure to additional tax liabilities.

We are subject to taxes in the United States and numerous foreign jurisdictions, where a number of our subsidiaries are organized. Our provision for income taxes is subject to volatility and could be adversely affected by several factors, many of which are outside of our control. These include:

- the mix of earnings in countries with differing statutory tax rates or withholding taxes;
- changes in the valuation of our deferred tax assets and liabilities;
- transfer pricing adjustments;
- an increase in non-deductible expenses for tax purposes, including certain stock-based compensation expense;
- changes in availability of tax credits and/or tax deductions;
- tax costs related to intercompany realignments;
- tax assessments resulting from income tax audits or any related tax interest or penalties that could significantly affect our provision for income taxes for the period in which the settlement takes place; and
- changes in accounting principles, court decisions, tax rulings, and interpretations of or changes to tax laws, and regulations by international, federal or local governmental authorities.

We have open tax years that could be subject to the examination by the Internal Revenue Service (the “IRS”) and other tax authorities. We currently have ongoing tax audits in the United Kingdom, Canada and several other foreign jurisdictions. The focus of all of these audits is the allocation of profit between our legal entities. We regularly assess the likelihood of adverse outcomes resulting from such examinations to determine the adequacy of our provision for income taxes. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our consolidated financial statements and may materially affect our financial results.

We may undertake corporate operating restructurings or transfers of assets that involve our group of foreign country subsidiaries through which we do business abroad, in order to maximize the operational and tax efficiency of our group structure. If ineffectual, such restructurings or transfers could increase our income tax liabilities, and in turn, increase our global effective tax rate. Moreover, our existing corporate structure and intercompany arrangements have been implemented in a manner that we believe is in compliance with current prevailing tax laws. However, the tax authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements, which could impact our worldwide effective tax rate and harm our financial position and operating results.

Significant judgment is required in determining any valuation allowance recorded against deferred tax assets. In assessing the need for a valuation allowance, we consider all available evidence, including past operating results, estimates of future taxable income and the feasibility of tax planning strategies. In the event that we change our determination as to the amount of deferred tax assets that can be realized, we will adjust our valuation allowance with a corresponding impact to the provision for income taxes in the period in which such determination is made.

Forecasting our estimated annual effective tax rate is complex and subject to uncertainty, and there may be material differences between our forecasted and actual tax rates.

Forecasts of our income tax position and effective tax rate are complex, subject to uncertainty and periodic updates because our income tax position for each year combines the effects of a mix of profits earned and losses incurred by us in various tax jurisdictions with a broad range of income tax rates, as well as changes in the valuation of deferred tax assets and liabilities, the impact of various accounting rules and changes to these rules and tax laws, the results of examinations by various tax authorities, and the impact of any acquisition, business combination or other reorganization or financing transaction. To forecast our global tax rate, we estimate our pre-tax profits and losses by jurisdiction and forecast our tax expense by jurisdiction. If the mix of profits and losses, our ability to use tax credits or effective tax rates in a given jurisdiction differs from our estimate, our actual tax rate could be materially different than forecasted, which could have a material impact on our results of business, financial condition and results of operations. Additionally, our actual tax rate may be subject to further uncertainty due to potential changes in U.S. and foreign tax rules.

As a multinational corporation, we conduct our business in many countries and are subject to taxation in many jurisdictions. The taxation of our business is subject to the application of multiple and sometimes conflicting tax laws and regulations, as well as multinational tax conventions. Our effective tax rate is highly dependent upon the geographic distribution of our worldwide earnings or losses, the tax regulations and tax holidays in each geographic region, the availability of tax credits and carryforwards and the effectiveness of our tax planning strategies. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation and the evolution of regulations and court rulings. Consequently, tax authorities may impose tax assessments or judgments against us that could materially impact our tax liability and/or our effective income tax rate.

The Organisation for Economic Co-operation and Development (the “OECD”), an international association comprised of 37 countries, including the United States, has issued and continues to issue guidelines and proposals that change various aspects of the existing framework under which our tax obligations are determined in many of the countries in which we do business. Due to our extensive international business activities, any changes in the taxation of such activities could increase our tax obligations in many countries and may increase our worldwide effective tax rate.

Risks Related to Ownership of Our Common Stock

As a public company, we are subject to compliance initiatives that will require substantial time from our management and result in significantly increased costs that may adversely affect our operating results and financial condition.

The Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”), Dodd-Frank and other rules implemented by the SEC and The Nasdaq Stock Market impose various requirements on public companies, including requiring changes in corporate governance practices. These requirements, as well as proposed corporate governance laws and regulations under consideration, may further increase our compliance costs. If compliance with these various legal and regulatory requirements diverts our management’s attention from other business concerns, it could have a material adverse effect on our business, financial condition and results of operations. Sarbanes-Oxley requires, among other things, that we assess the effectiveness of our internal control over financial reporting annually, and of our disclosure controls and procedures quarterly. Although our most recent assessment, testing and evaluation resulted in our conclusion that, as of December 31, 2020, our internal controls over financial reporting were effective, we cannot predict the outcome of our testing in 2021 or future periods. We may incur additional expenses and commitment of management’s time in connection with further evaluations, both of which could materially increase our operating expenses and accordingly reduce our operating results.

If securities or industry analysts stop publishing research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business. If we do not maintain adequate research coverage or if one or more of the analysts who cover us downgrades our stock or publishes inaccurate or unfavorable research about our business, our stock price could decline. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, demand for our stock could decrease, which could cause our stock price and trading volume to decline.

The trading price of our common stock may be volatile.

The market price of our common stock may be subject to wide fluctuations in response to, among other things, the risk factors described in this periodic report, news about us and our financial results, the impact of the COVID-19 pandemic, news about our competitors and their results, and other factors such as rumors or fluctuations in the valuation of companies perceived by investors to be comparable to us. For example, during 2020, the closing price of our common stock ranged from \$75.70 to \$152.15 per share.

Furthermore, stock markets have experienced price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions, such as recessions, interest rate changes or international currency fluctuations, may negatively affect the market price of our common stock.

In the past, many companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could seriously harm our business. In addition, the market price of our common stock and the market price of the common stock of many other companies have fallen significantly since the outbreak of the COVID-19 pandemic. The extent to which the COVID-19 pandemic may impact the market price of our common stock is unclear, and the market price of our common stock may fluctuate significantly as a result of the COVID-19 pandemic.

Share repurchases under our Repurchase Program (the "Repurchase Program") could increase the volatility of the trading price of our common stock, could diminish our cash reserves, could occur at non-optimal prices and may not result in the most effective use of our capital.

In July 2020, our board of directors approved a \$500.0 million increase in the authorized stock repurchase amount under the Repurchase Program and extended the term of the Repurchase Program to February 28, 2022, bringing the aggregate amount authorized to be repurchased to \$3.0 billion. As of December 31, 2020, \$1.01 billion remained available for future share repurchases under the Repurchase Program. Share repurchases under the Repurchase Program could affect the price of our common stock, increase stock price volatility and diminish our cash reserves. In addition, an announcement of the reduction, suspension or termination of the Repurchase Program could result in a decrease in the trading price of our common stock. Moreover, our stock price could decline, resulting in repurchases made at non-optimal prices. Our failure to repurchase our stock at optimal prices may be perceived by investors as an inefficient use of our cash and cash equivalents, which could result in litigation that may have an adverse effect on our business, operating results and financial condition. In addition, while our board of directors carefully considers various alternative uses of our cash and cash equivalents in determining whether to authorize stock repurchases, there can be no assurance that the decision by our board of directors to repurchase stock would result in the most effective uses of our cash and cash equivalents, and there may be alternative uses of our cash and cash equivalents that would be more effective, such as investing in growing our business organically or through acquisitions.

Anti-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

Our certificate of incorporation, bylaws and Delaware law contain provisions that could have the effect of rendering more difficult, delaying or preventing an acquisition deemed undesirable by our board of directors. Our corporate governance documents include provisions:

- authorizing "blank check" preferred stock, which could be issued by the board without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our common stock;
- limiting the liability of, and providing indemnification to, our directors and officers;
- requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our board of directors;
- providing that certain litigation matters may only be brought against us in state or federal courts in the State of Delaware;
- controlling the procedures for the conduct and scheduling of board and stockholder meetings; and
- providing the board of directors with the express power to postpone previously scheduled annual meetings and to cancel previously scheduled special meetings.

These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management.

In addition, our amended and restated bylaws provide that unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. Any person or entity purchasing or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to this provision. This provision, as well as provisions providing that certain litigation matters may only be brought against us in state or federal courts in the State of Delaware, may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation Law, which prevents stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of a substantial majority of all of our outstanding common stock.

Any provision of our certificate of incorporation, bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

However, these anti-takeover provisions will not have the effect of preventing activist stockholders from seeking to increase short-term stockholder value through actions such as nominating board candidates and requesting that we pursue strategic combinations or other transactions. These actions could disrupt our operations, be costly and time-consuming and divert the attention of our management and employees. In addition, perceived uncertainties as to our future direction as a result of activist stockholder actions could result in the loss of potential business opportunities, as well as other negative business consequences. Actions of an activist stockholder may also cause fluctuations in our stock price based on speculative market perceptions or other factors that do not necessarily reflect our business. Further, we may incur significant expenses in retaining professionals to advise and assist us on activist stockholder matters, including legal, financial, communications advisors and solicitation experts, which may negatively impact our future financial results.

General Risks

Global economic uncertainty and weakening product demand caused by political instability and conflict could adversely affect our business and financial performance.

Economic uncertainty in various global markets caused by political instability and conflict and economic challenges caused by the COVID-19 pandemic has resulted, and may continue to result, in weakened demand for our products and services and difficulty in forecasting our financial results and managing inventory levels. Political developments impacting government spending and international trade, including potential government shutdowns and election year instability in the United States and trade disputes and tariffs, may negatively impact markets and cause weaker macro-economic conditions. The effects of these events may continue due to potential U.S. government shutdowns and the transition in administrations, and the United States' ongoing trade disputes with China and other countries. The continuing effect of any or all of these events could adversely impact demand for our products, harm our operations and weaken our financial results.

Our business is subject to the risks of earthquakes, fire, power outages, typhoon, floods, virus outbreaks and other broad health-related challenges and other catastrophic events, and to interruption by manmade problems such as civil unrest, labor disruption, critical infrastructure attack and terrorism.

A significant natural disaster, such as an earthquake, fire, power outage, flood, viral outbreak or other catastrophic event, could have a material adverse impact on our business, operating results and financial condition. Our corporate headquarters are located in the San Francisco Bay Area, a region known for seismic activity, and our research and development and data center in Burnaby, Canada, from which we deliver to customers our FortiGuard and other security subscription updates, is subject to the risk of flooding and is also in a region known for seismic activity. Any earthquake in the Bay Area or Burnaby, or flooding in Burnaby, could materially negatively impact our ability to provide products and services, such as FortiCare support and FortiGuard subscription services and could otherwise materially negatively impact our business. In addition, natural disasters could affect our manufacturing vendors, suppliers or logistics providers' ability to perform services, such as obtaining product components and manufacturing products, or performing or assisting with shipments, on a timely basis, as well as our customers' ability to order from us and our employees' ability to perform their duties. For example, a typhoon in Taiwan could materially negatively impact our ability to ship products and could result in delays and reductions in billings and revenues, and the COVID-19 pandemic will negatively impact our ability to manufacture and ship products,

possibly in a material way, and could result in delays and reductions in billings and revenues, also possibly in a material way. In the event our or our service providers' information technology systems or manufacturing or logistics abilities are hindered by any of the events discussed above, shipments could be delayed, resulting in our missing financial targets, such as revenue and shipment targets, for a particular quarter. In addition, regional instability, civil unrest, labor disruptions, acts of terrorism and other geo-political unrest could cause disruptions in our business or the business of our manufacturers, logistics providers, partners or end-customers, or of the economy as a whole. Given our typical concentration of sales at the end of each quarter, any disruption in the business of our manufacturers, logistics providers, partners or end-customers that impacts sales at the end of our quarter could have a significant adverse impact on our quarterly results. To the extent that any of the above results in security risks to our customers, delays or cancellations of customer orders, the delay of the manufacture, deployment or shipment of our products or interruption or downtime of our services, our business, financial condition and results of operations would be adversely affected.

Changes in financial accounting standards may cause adverse unexpected fluctuations and affect our reported results of operations.

A change in accounting standards or practices, and varying interpretations of existing or new accounting pronouncements, such as changes to standards related to accounting for credit losses on financial instruments (which became effective for us on January 1, 2020), as well as significant costs incurred or that may be incurred to adopt and to comply with these new pronouncements, could have a significant effect on our reported financial results or the way we conduct our business. If we do not ensure that our systems and processes are aligned with the new standards, we could encounter difficulties generating quarterly and annual financial statements in a timely manner, which could have an adverse effect on our business, our ability to meet our reporting obligations and compliance with internal control requirements.

Management will continue to make judgments and assumptions based on our interpretation of new standards. If our circumstances change or if actual circumstances differ from our assumptions, our operating results may be adversely affected and could fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of our common stock. Further, equity investments are required to be measured at fair value (with subsequent changes in fair value recognized in net income), which may increase the volatility of our earnings.

ITEM 1B. Unresolved Staff Comments

Not applicable.

ITEM 2. Properties

Our corporate headquarters is located in Sunnyvale, California and comprises approximately 160,000 square feet of building space on ten acres of land. In 2019, we began construction on a second building of approximately 170,000 square feet that will serve as the cornerstone of our headquarters campus. Along with our corporate headquarters, as of December 31, 2020, we also own approximately 200,000 square feet in Union City, California used as a manufacturing assembly and operations center; approximately 375,000 square feet of office and building space in Burnaby and Ottawa, Canada used for operations, support and research and development work; and 40,000 square feet of office space in Valbonne, France predominantly used as a sales and support office.

We maintain additional leased offices throughout the world, predominantly used as sales and support offices. We believe that our existing properties are sufficient and suitable to meet our current needs. We intend to expand our facilities or add new facilities as we add employees and enter new geographic markets, and we believe that suitable additional or alternative space will be available as needed to accommodate ongoing operations and any such growth. However, we expect to incur additional operating expenses and capital expenditures in connection with such new or expanded facilities.

For information regarding the geographical location of our property and equipment, see Note 17 to our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K.

ITEM 3. Legal Proceedings

We are subject to various claims, complaints and legal actions that arise from time to time in the normal course of business. We accrue for contingencies when we believe that a loss is probable and that we can reasonably estimate the amount of any such loss. There can be no assurance that existing or future legal proceedings arising in the ordinary course of business or otherwise will not have a material adverse effect on our business, consolidated financial position, results of operations or cash flows.

ITEM 4. Mine Safety Disclosure

Not applicable.

Part II

ITEM 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Common Stock

Our common stock is traded on The Nasdaq Global Select Market under the symbol “FTNT.”

Holders of Record

As of February 12, 2021, there were 43 holders of record of our common stock. A substantially greater number of holders of our common stock are “street name” or beneficial holders, whose shares are held by banks, brokers and other financial institutions.

Dividends

We have never declared or paid cash dividends on our capital stock. We do not anticipate paying any cash dividends in the foreseeable future. Any future determination to declare cash dividends will be made at the discretion of our board of directors and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our board of directors may deem relevant.

Securities Authorized for Issuance Under Equity Compensation Plans

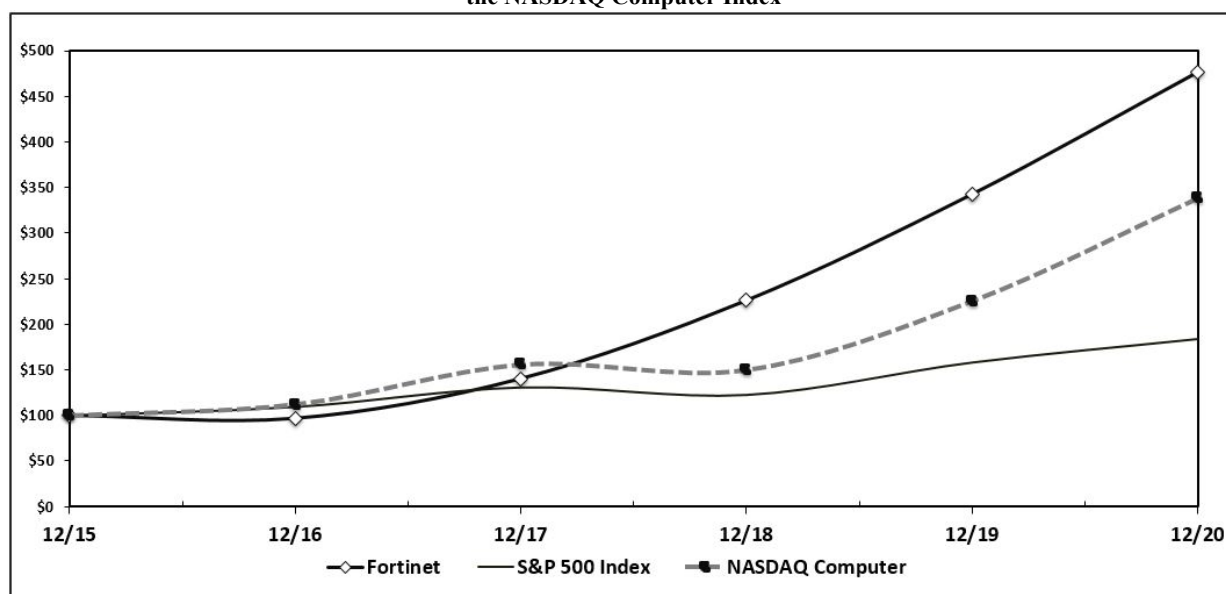
Information responsive to this item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission (the “SEC”) within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Stock Performance Graph

This performance graph shall not be deemed “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934 (the “Exchange Act”), or incorporated by reference into any filing of Fortinet under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The following graph compares the cumulative five-year total return for our common stock, the Standard & Poor’s 500 Stock Index (the “S&P 500 Index”) and the NASDAQ Computer Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the S&P 500 Index and the NASDAQ Computer Index assume reinvestment of dividends.

COMPARISON OF CUMULATIVE TOTAL RETURN*
Among Fortinet, Inc., the S&P 500 Index and
the NASDAQ Computer Index



	December 2015 *	December 2016	December 2017	December 2018	December 2019	December 2020
Fortinet, Inc.	\$ 100	\$ 97	\$ 140	\$ 226	\$ 343	\$ 477
S&P 500 Index	\$ 100	\$ 110	\$ 131	\$ 123	\$ 158	\$ 184
NASDAQ Computer	\$ 100	\$ 112	\$ 156	\$ 150	\$ 226	\$ 338

* Assumes that \$100 was invested on December 31, 2015 in stock or index, including reinvestment of dividends. Stockholder returns over the indicated period should not be considered indicative of future stockholder returns.

Sales of Unregistered Securities

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Share Repurchase Program

In January 2016, our board of directors approved our Share Repurchase Program (the “Repurchase Program”), which authorized the repurchase of up to \$200.0 million of our outstanding common stock through December 31, 2017. From 2016 through 2019, our board of directors approved increases to our Repurchase Program by various amounts, bringing the aggregated amount authorized to \$2.5 billion. In July 2020, our board of directors approved a \$500.0 million increase and extended the term to February 28, 2022, bringing the aggregate amount authorized to be repurchased to \$3.0 billion. Under the Repurchase Program, share repurchases may be made by us from time to time in privately negotiated transactions or in open market transactions. The Repurchase Program does not require us to purchase a minimum number of shares, and may be suspended, modified or discontinued at any time without prior notice. Since its inception, we have repurchased 32.5 million shares of our common stock under the Repurchase Program for an aggregate purchase price of \$2.0 billion.

The following table provides information with respect to the shares of common stock we repurchased during the three months ended December 31, 2020 (in millions, except per share amounts):

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 - October 31, 2020	—	\$ —	—	\$ 1,046.8
November 1 - November 30, 2020	0.3	115.33	0.3	1,012.7
December 1 - December 31, 2020	—	\$ —	—	\$ 1,012.7
Total	0.3		0.3	

ITEM 6. Selected Financial Data

The following table presents our selected consolidated financial data and should be read in conjunction with the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements and Supplementary Data,” and other financial data included elsewhere in this Annual Report on Form 10-K. Our historical results of operations are not indicative of our future results of operations.

	Year Ended December 31,				
	2020	2019 ⁽¹⁾	2018 ⁽¹⁾	2017 ⁽²⁾	2016 ⁽²⁾
	(in millions, except per share amounts)				
Consolidated Statements of Income Data:					
Total revenue	\$ 2,594.4	\$ 2,163.0	\$ 1,804.6	\$ 1,497.7	\$ 1,278.5
Total gross profit	\$ 2,024.4	\$ 1,657.1	\$ 1,354.2	\$ 1,112.4	\$ 940.7
Operating income	\$ 531.8	\$ 351.0	\$ 234.4	\$ 112.6	\$ 46.0
Net income	\$ 488.5	\$ 331.7	\$ 334.9	\$ 35.4	\$ 34.1
Net income per share:					
Basic	\$ 2.98	\$ 1.94	\$ 1.98	\$ 0.20	\$ 0.20
Diluted	\$ 2.91	\$ 1.90	\$ 1.92	\$ 0.20	\$ 0.19
Weighted-average shares outstanding:					
Basic	164.2	171.0	169.1	174.3	172.6
Diluted	167.7	175.0	174.2	178.1	176.3
	As of December 31,				
	2020	2019 ⁽¹⁾	2018 ⁽¹⁾	2017 ⁽²⁾	2016 ⁽²⁾
	(in millions)				
Consolidated Balance Sheet Data:					
Cash, cash equivalents and investments	\$ 1,955.6	\$ 2,209.9	\$ 1,716.6	\$ 1,349.3	\$ 1,310.5
Total assets	\$ 4,044.5	\$ 3,879.2	\$ 3,073.3	\$ 2,253.9	\$ 2,134.7
Total stockholders’ equity	\$ 856.0	\$ 1,342.4	\$ 1,025.5	\$ 602.0	\$ 846.3

(1) We identified an immaterial error related to the commencement of revenue recognition for certain FortiCare support service contracts, which resulted in an understatement of revenue during the year ended December 31, 2019 and 2018, respectively. See Note 2 of our consolidated financial statements in Part II, Item 8 for further detail.

(2) We identified an immaterial error related to the commencement of revenue recognition for certain FortiCare support service contracts, which resulted in an understatement of revenue during the year ended December 31, 2017 and 2016, respectively. The following tables show the affected line items within our consolidated financial statements:

	Year Ended December 31,					
	2017			2016		
	As Previously Reported	Corrections	As Corrected	As Previously Reported	Corrections	As Corrected
(in millions, except per share amounts)						
Consolidated Statements of Income Data:						
Total revenue	\$ 1,494.9	\$ 2.8	\$ 1,497.7	\$ 1,275.4	\$ 3.1	\$ 1,278.5
Total gross profit	\$ 1,109.6	\$ 2.8	\$ 1,112.4	\$ 937.6	\$ 3.1	\$ 940.7
Operating income	\$ 109.8	\$ 2.8	\$ 112.6	\$ 42.9	\$ 3.1	\$ 46.0
Net income	\$ 31.4	\$ 4.0	\$ 35.4	\$ 32.2	\$ 1.9	\$ 34.1
Net income per share:						
Basic	\$ 0.18	\$ 0.02	\$ 0.20	\$ 0.19	\$ 0.01	\$ 0.20
Diluted	\$ 0.18	\$ 0.02	\$ 0.20	\$ 0.18	\$ 0.01	\$ 0.19
As of December 31,						
	2017			2016		
	As Previously Reported	Corrections	As Corrected	As Previously Reported	Corrections	As Corrected
	(in millions)					
Consolidated Balance Sheet Data:						
Total assets	\$ 2,257.9	\$ (4.0)	\$ 2,253.9	\$ 2,139.9	\$ (5.2)	\$ 2,134.7
Total stockholders' equity	\$ 589.4	\$ 12.6	\$ 602.0	\$ 837.7	\$ 8.6	\$ 846.3

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

In addition to historical information, this Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements include, among other things, statements concerning our expectations regarding:

- *the duration and impact of the COVID-19 pandemic;*
- *continued growth and market share gains;*
- *variability in sales in certain product categories from year to year and between quarters;*
- *expected impact of sales of certain products and services;*
- *the impact of macro-economic, geopolitical factors and other disruption on our manufacturing or sales, including the impact of the COVID-19 pandemic and other public health issues and natural disasters;*
- *the proportion of our revenue that consists of our product and service revenue, and the mix of billings between products and services, and the duration of service contracts;*
- *the impact of our product innovation strategy;*
- *the effects of government regulation, tariffs and other related policies;*
- *drivers of long-term growth and operating leverage, such as sales productivity, functionality and value in our standalone and bundled subscription service offerings;*
- *growing our sales to businesses, service providers and government organizations, our ability to execute these sales and of the complexity of selling to all segments (including the increased competition and unpredictability of timing associated with sales to larger enterprises), the impact of sales to these organizations on our long-term growth, expansion and operating results, and the effectiveness of our internal sales organization;*
- *our ability to hire properly qualified and effective sales, support and engineering employees;*
- *trends in revenue, cost of revenue and gross margin;*
- *trends in our operating expenses, including sales and marketing expense, research and development expense, general and administrative expense, and expectations regarding these expenses;*
- *risks and expectations related to acquisitions, including integration issues related to product plans and products, including the acquired technology;*
- *expectations that our operating expense will increase in absolute dollars during 2021;*
- *expectations that proceeds from the exercise of stock options in future years will be adversely impacted by the increased mix of restricted stock units versus stock options granted;*
- *estimates of a range of 2021 spending on our headquarters expansion project and of the anticipated completion timeline for the project;*
- *expectations regarding uncertain tax benefits and our effective domestic and global tax rates, and the impact of the Tax Cuts and Jobs Act (the "2017 Tax Act") and the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act");*
- *expectations regarding spending related to real estate and other capital expenditures and to the impact on free cash flows;*
- *competition in our markets;*

- *statements regarding expected outcomes and liabilities in litigation;*
- *our intentions regarding share repurchases and the sufficiency of our existing cash, cash equivalents and investments to meet our cash needs for at least the next 12 months;*
- *other statements regarding our future operations, financial condition and prospects and business strategies; and*
- *adoption and impact of new accounting standards.*

These forward-looking statements are subject to certain risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Annual Report on Form 10-K and, in particular, the risks discussed under the heading “Risk Factors” in Part I, Item 1A of this Annual Report on Form 10-K and those discussed in other documents we file with the SEC. We undertake no obligation, and specifically disclaim any obligation, to revise or publicly release the results of any revision to these and any other forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Business Overview

Fortinet is a global leader in cybersecurity solutions provided to a wide variety of organizations, including enterprises, communication service providers, government organizations and small businesses. Our cybersecurity solutions are designed to provide broad visibility and segmentation of the digital attack surface through our integrated Fortinet Security Fabric platform, which features automated protection, detection and response.

The focus areas of our business consist of:

- **Security-Driven Networking**—We derive a majority of product sales from our FortiGate network security appliances. Our FortiGate network security appliances include a broad set of built-in security and networking features and functionalities, including firewall, next-generation firewall, secure web gateway, secure sockets layer (“SSL”) inspection, software-defined wide area network (“SD-WAN”), Intrusion Prevention system (“IPS”), sandboxing, data leak prevention, virtual private network (“VPN”), switch and wireless controller and wide area network (“WAN”) edge. Our network security appliances are managed by our FortiOS network operating system, which provides the foundation for FortiGate security functions. We enhance the performance of our network security appliances from branch to data center by designing and implementing Security Processing Units (“SPUs”) technology within our appliances, enabling us to add security and network functionality with minimal impact to network throughput performance.
- **Infrastructure Security**—The Fortinet Security Fabric platform extends beyond the network to cover other attack vectors. Other infrastructure solutions covered include teleworker and remote security solutions such as FortiAuthenticator, FortiClient and FortiToken, as well as Secure Access (Wi-Fi and switch).
- **Dynamic Cloud Security**—We help customers connect securely to and across their individual, hybrid and multi-cloud environments by offering security through our virtual firewall and other software products and through integrated capabilities with major cloud platforms. Our public and private cloud security solutions, including virtual appliances and hosted solutions, extend the core capabilities of the Fortinet Security Fabric platform in and across cloud environments, delivering security that follows their applications and data. Our Secure SD-WAN for Multi-Cloud solution automates deployment of an overlay network across different cloud networks and offers visibility, control and centralized management that integrates functionality across multiple cloud environments. Our Cloud Security portfolio also includes securing applications, including email and web. Fortinet cloud security offerings are available for deployment in major public and private cloud environments, including Amazon Web Services, Microsoft Azure, Google Cloud, Oracle Cloud, Alibaba Cloud, IBM Cloud and VMWare Cloud. We also offer managed IPS and web application firewall (“WAF”) rules delivered by FortiGuard Labs as an overlay service to native security offerings offered by Amazon Web Services.

- **Endpoint Protection, Internet of Things (“IoT”) and Operational Technology (“OT”) Security**—We protect end-customers from advanced threats that target their devices and the data that reside on them through our advanced endpoint solutions that provide core endpoint protection, advanced threat protection, incident monitoring, and response. Additionally, the proliferation of IoT and OT devices has generated new opportunities for us to grow our business. We offer network access control solutions that provide visibility, control and automated event responses in order to secure IoT devices.
- **AI-Driven Security Operations**—We develop and provide Artificial Intelligence (“AI”) driven security operations solutions, including FortiGuard and other security subscription services, endpoint detection and response, and our security orchestration, automation and response (“SOAR”) capabilities and solutions, that can be applied across the entire Fortinet Security Fabric platform. These solutions deliver intelligence and insights.

In addition to our security solutions, our customers may purchase FortiGuard and other security subscription services to receive threat intelligence updates and protection updates delivered by FortiGuard Labs, FortiCare technical support services and the support of TAMs, REs and professional service consultants for implementations or training services.

Correction of Prior Period Financial Data

As discussed further in Note 2 of the notes to consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, we identified an immaterial error related to the commencement of revenue recognition for certain FortiCare support service contracts, which resulted in an understatement of revenue during the years ended 2019 and 2018, respectively.

The correction of this error resulted in increases to service revenue, gross profit and operating income of \$6.8 million and \$3.4 million for the year ended 2019 and 2018, respectively. Net income increased by \$5.2 million and \$2.7 million for the year ended 2019 and 2018, respectively. This resulted in an increase to diluted net income per share of \$0.03 and \$0.01 for the year ended 2019 and 2018, respectively.

We evaluated the effect of this correction on the previous results of operations and determined that it did not materially impact any trends previously disclosed. This correction did not impact net cash provided by operating activities, billings or free cash flows.

Financial Highlights

- Total revenue was \$2.59 billion in 2020, an increase of 20% compared to \$2.16 billion in 2019. Product revenue was \$916.4 million in 2020, an increase of 16% compared to \$788.5 million in 2019. Service revenue was \$1.68 billion in 2020, an increase of 22% compared to \$1.37 billion in 2019.
- Total gross profit was \$2.02 billion in 2020, an increase of 22% compared to \$1.66 billion in 2019.
- We generated operating income of \$531.8 million in 2020, an increase of 52% compared to \$351.0 million in 2019. Operating income for 2020 included gains on an IP matter of \$40.2 million.
- Cash, cash equivalents and investments were \$1.96 billion as of December 31, 2020, a decrease of \$254.3 million, or 12%, from December 31, 2019.
- In 2020, we repurchased 11.7 million shares of common stock under the Repurchase Program for an aggregate purchase price of \$1.08 billion. In 2019, we repurchased 1.9 million shares of common stock for a total purchase price of \$140.9 million.
- Deferred revenue was \$2.61 billion as of December 31, 2020, an increase of \$496.2 million, or 24%, from December 31, 2019. Short-term deferred revenue was \$1.39 billion as of December 31, 2020, an increase of \$237.0 million, or 21%, from December 31, 2019.
- We generated cash flows from operating activities of \$1.08 billion in 2020, an increase of \$275.7 million, or 34%, compared to 2019.

Our revenue growth was driven by both product and service revenue. On a geographic basis, revenue continues to be diversified globally, which remains a key strength of our business. In 2020, the Americas region, the Europe, Middle East and Africa (“EMEA”) region and the Asia Pacific (“APAC”) region contributed 42%, 38% and 20% of our total revenue, respectively, and increased by 17%, 21% and 23% compared to 2019, respectively.

Product revenue grew 16% in 2020. We experienced revenue growth across several of our hardware and software products, including SD-WAN and teleworker and remote security solutions. Service revenue growth of 22% in 2020 was driven by the strength of our FortiGuard and other security subscription revenue and FortiGate technical support and other service revenue, which both grew 22% in 2020.

Our billings were diversified on a geographic basis. In 2020, approximately 50% of our billings in the aggregate were from over 80 countries that individually contributed less than 3% of our billings.

During the fourth quarter of 2020, we acquired Panopta Holdings LLC (“Panopta”) to provide a platform for monitoring the health and performance of network and IT infrastructure. During the third quarter of 2020, we acquired OPAQ Networks, Inc. (“OPAQ”) to further enhance the Fortinet Security Fabric platform by providing enterprises with the zero trust network access SASE cloud solution. The impact of these acquisitions were not material to our consolidated financial statements.

In 2020, we recognized gains of \$40.2 million on an IP matter in connection with a mutual covenant-no-to-sue and release agreement with a competitor in the network security industry. Excluding the gains on the IP matter, operating expenses as a percentage of revenue decreased by 1.3 percentage points compared to 2019. Headcount increased by 16% to 8,238 employees and contractors as of December 31, 2020, up from 7,082 as of December 31, 2019.

COVID-19 Update

The United States and the global community we serve are facing unprecedented challenges posed by the COVID-19 pandemic. In response to the pandemic, we have taken a number of actions to protect our employees, including restricting travel and directing most of our employees to work from home. Where onsite work is permitted, we have implemented measures such as staggered work shifts, social distancing, the use of face coverings, health safety awareness training and frequent disinfection of shared spaces. We have implemented our readiness plans, which include steps to maintain critical internet infrastructure with many employees working remotely.

We are also providing free online information technology security training for the public, aimed at helping high school and college students and professionals augment their security skill sets to open career opportunities and to help narrow the security skills gap. As of December 31, 2020, there have been over 800,000 registrations for our free online trainings since we launched the program. We will continue to provide free online trainings in 2021.

While the broader implications of the COVID-19 pandemic on our employees and overall financial performance remain uncertain, we have seen certain impacts on our business and operations, results of operations, financial condition, cash flows, liquidity and capital and financial resources as of and during the year ended December 31, 2020. Conversely, some aspects of our business do not appear to have been significantly affected. During the year ended December 31, 2020, we have observed the following:

- In most countries, our employees ability to travel was reduced. In-person sales and marketing events or meetings that would normally have been held were canceled, postponed or converted into virtual events. As a result, expenses related to travel and marketing events decreased significantly. To the extent that it becomes safe for our employees to travel and for us to hold or attend marketing events, these expenses may increase in the future, although we cannot predict if or when such expenses will increase or return to pre-pandemic levels.
- After performing additional credit review of our existing customers, including obtained credit reports and reviewing their latest available statements of financial position, we increased the allowance of credit losses for certain accounts receivable. The allowance for credit losses was \$2.5 million as of December 31, 2020. Provisions, write-offs and recoveries were not material during the year ended December 31, 2020.
- We have offered payment terms in excess of our contractual agreements to certain distributor customers, which has resulted in an increase to the average collection period of our trade receivables. As of December 31, 2020, 97% of our outstanding trade accounts receivable was due to be collected during the first quarter of 2021.

- The countries and geographic regions in which we experienced the fastest billings growth in the fourth quarter of 2020, as compared to the fourth quarter of 2019, were countries and geographic regions in which the COVID-19 pandemic is generally considered to have had a comparatively shorter or less severe impact on the local population and economy during the quarter.
- We have noted that, for some of our customers, sales cycles appear to have lengthened, though it is unclear whether this trend will persist.
- Our average service contract duration increased by approximately two months in the fourth quarter of 2020 as compared to the fourth quarter of 2019.
- In order to mitigate supply chain risk and in anticipation of fourth-quarter demand, we have increased our on-hand stock of certain products.
- The yield on investment-grade debt has decreased, and while the risk of credit losses on our investments and cash equivalents has not changed significantly, as the debt securities in our portfolio have matured, they have been replaced by securities with lower effective interest rates. This has contributed to a decrease in our interest income during the year ended December 31, 2020, compared to the same periods last year.
- In accordance with the CARES Act, we have deferred the deposit and payment of our employer's share of Social Security taxes. This did not materially affect net cash provided by operating activities during the period.

Through the filing of this Annual Report on Form 10-K, there have been no material changes to the trends described above. Going forward, however, the situation is uncertain, rapidly changing and hard to predict, and the COVID-19 pandemic may have a material negative impact on our future periods. If we experience significant changes in our billings growth rates, it will impact product revenue in the current quarter and FortiGuard and FortiCare service revenues in subsequent quarters, as we sell annual and multi-year service contracts that are recognized ratably over the contractual service term. In addition, the broader implications of the pandemic on our business and operations and our financial results, including the extent to which the effects of the pandemic will impact future results and growth in the cybersecurity industry, remain uncertain. The duration and severity of the economic downturn from the pandemic may negatively impact our business and operations, results of operations, financial condition, cash flows, liquidity and capital and financial resources in a material way. As a result, the effects of the pandemic may not be fully reflected in our results of operations until future periods. For further discussion, see Part I, Item 1A of this Annual Report on Form 10-K.

Business Model

We typically sell our security solutions to distributors that sell to networking security focused resellers and to service providers and managed security service providers ("MSSPs"), who, in turn, sell to end-customers. At times, we also sell directly to large service providers and major systems integrators who may sell to our end-customers or use our products and services to provide hosted solutions to other enterprises. Our end-customers are located in over 80 countries and include small, medium and large enterprises and government organizations across a wide range of industries, including telecommunications, government, financial services, retail, technology, education, manufacturing and healthcare. An end-customer deployment may involve as few as one or as many as thousands of appliances and other Fortinet Security Fabric platform products, depending on the end-customer's size and security requirements.

We also offer our products through major cloud providers, and have recognized revenue on a usage basis from Amazon Web Services, Microsoft Azure, Google Cloud, Oracle Cloud, Alibaba Cloud and IBM Cloud. We have also recognized revenue from customers who deploy our products in a bring-your-own-license ("BYOL") arrangement in private clouds or at cloud providers. In a BYOL arrangement, a customer purchases a software license from us through our channel partners and deploys the software in a cloud provider's environment. Similarly, customers may purchase such a license from us and deploy in third-party clouds or in their private cloud.

Our customers purchase our hardware products and software licenses, as well as our FortiGuard and other security subscription and FortiCare technical support services. We generally invoice at the time of our sale for the total price of the products and security and technical support services. Standard payment terms are generally no more than 60 days, though, as noted in the COVID-19 Update above, we have recently offered extended payment terms to certain distributor customers.

Key Metrics

We monitor a number of key metrics, including the key financial metrics set forth below, in order to help us evaluate growth trends, establish budgets, measure the effectiveness of our sales and marketing efforts, and assess operational efficiencies. The following table summarizes revenue, deferred revenue, billings (non-GAAP), net cash provided by operating activities, and free cash flow (non-GAAP). We discuss revenue below under “—Components of Operating Results,” and we discuss net cash provided by operating activities below under “—Liquidity and Capital Resources.” Deferred revenue, billings (non-GAAP), and free cash flow (non-GAAP) are discussed immediately below the following table.

	Year Ended or As of December 31,		
	2020	2019	2018
	(in millions)		
Revenue	\$ 2,594.4	\$ 2,163.0	\$ 1,804.6
Deferred revenue	\$ 2,605.3	\$ 2,109.1	\$ 1,666.8
Billings (non-GAAP)	\$ 3,090.0	\$ 2,602.9	\$ 2,153.3
Net cash provided by operating activities	\$ 1,083.7	\$ 808.0	\$ 638.9
Free cash flow (non-GAAP)	\$ 907.8	\$ 715.8	\$ 585.9

Deferred revenue. Our deferred revenue consists of amounts that have been invoiced but that have not yet been recognized as revenue. The majority of our deferred revenue balance consists of the unrecognized portion of service revenue from FortiGuard and other security subscription and FortiCare technical support service contracts, which is recognized as revenue ratably over the contractual service period. We monitor our deferred revenue balance, deferred revenue growth and the mix of short-term and long-term deferred revenue because deferred revenue represents a significant portion of free cash flow and of revenue to be recognized in future periods. Deferred revenue was \$2.61 billion as of December 31, 2020, an increase of \$496.2 million, or 24%, from December 31, 2019.

Billings (non-GAAP). We define billings as revenue recognized in accordance with generally accepted accounting principles in the United States (“GAAP”) plus the change in deferred revenue from the beginning to the end of the period and adjustments to the deferred revenue balance due to adoption of Financial Accounting Standards Board (“FASB”) Topic 606, Revenue from Contracts with Customers (“Topic 606”), less any deferred revenue balances acquired from business combination(s) during the period. We consider billings to be a useful metric for management and investors because billings drive current and future revenue, which is an important indicator of the health and viability of our business. There are a number of limitations related to the use of billings instead of GAAP revenue. First, billings include amounts that have not yet been recognized as revenue and are impacted by the term of security and support agreements. Second, we may calculate billings in a manner that is different from peer companies that report similar financial measures. Management accounts for these limitations by providing specific information regarding GAAP revenue and evaluating billings together with GAAP revenue. Total billings were \$3.09 billion for 2020, an increase of 19% compared to \$2.60 billion in 2019.

A reconciliation of revenue, the most directly comparable financial measure calculated and presented in accordance with GAAP, to billings is provided below:

	Year Ended December 31,		
	2020	2019	2018
	(in millions)		
Billings:			
Revenue	\$ 2,594.4	\$ 2,163.0	\$ 1,804.6
Add: Change in deferred revenue	496.2	442.3	347.1
Add: Deferred revenue adjustment due to adoption of Topic 606	—	—	4.1
Less: Deferred revenue balance acquired in business combinations	(0.6)	(2.4)	(2.5)
Total billings (non-GAAP)	\$ 3,090.0	\$ 2,602.9	\$ 2,153.3

Free cash flow (non-GAAP). We define free cash flow as net cash provided by operating activities minus purchases of property and equipment and excluding any significant nonrecurring items. We believe free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by the business that, after capital expenditures, can be used for strategic opportunities, including repurchasing outstanding common stock, investing in our business, making strategic acquisitions and strengthening the balance sheet. A limitation of using free cash flow rather than the GAAP measures of cash provided by or used in operating activities, investing activities, and financing activities is that free cash flow does not represent the total increase or decrease in the cash and cash equivalents balance for the period because it excludes cash flows from investing activities other than capital expenditures and cash flows from financing activities. Management accounts for this limitation by providing information about our capital expenditures and other investing and financing activities on the face of the consolidated statements of cash flows and under “—Liquidity and Capital Resources” and by presenting cash flows from investing and financing activities in our reconciliation of free cash flow. In addition, it is important to note that other companies, including companies in our industry, may not use free cash flow, may calculate free cash flow in a different manner than we do or may use other financial measures to evaluate their performance, all of which could reduce the usefulness of free cash flow as a comparative measure. A reconciliation of net cash provided by operating activities, the most directly comparable financial measure calculated and presented in accordance with GAAP, to free cash flow is provided below:

	Year Ended December 31,		
	2020	2019	2018
	(in millions)		
Free Cash Flow:			
Net cash provided by operating activities	\$ 1,083.7	\$ 808.0	\$ 638.9
Less: Purchases of property and equipment	(125.9)	(92.2)	(53.0)
Less: Proceeds from intellectual property matter	(50.0)	—	—
Free cash flow (non-GAAP)	<u>\$ 907.8</u>	<u>\$ 715.8</u>	<u>\$ 585.9</u>
Net cash used in investing activities	<u>\$ (72.8)</u>	<u>\$ (502.3)</u>	<u>\$ (134.9)</u>
Net cash used in financing activities	<u>\$ (1,171.6)</u>	<u>\$ (195.6)</u>	<u>\$ (202.6)</u>

Components of Operating Results

Revenue. We generate the majority of our revenue from sales of our hardware and software products and amortization of amounts included in deferred revenue related to previous sales of FortiGuard security subscription and FortiCare technical support services. We also recognize revenue from cloud security solutions, professional services and training.

Our total revenue is comprised of the following:

- *Product revenue.* Product revenue is primarily generated from sales of our physical and virtual machine appliances. While the majority of our product revenue continues to be generated by our FortiGate product line, our Fabric appliance and software products are growing faster. As a percentage of total revenue, our product revenue has varied from quarter-to-quarter.
- *Service revenue.* Service revenue is generated primarily from FortiGuard security subscription services and FortiCare technical support services. We recognize revenue from FortiGuard security subscription and FortiCare technical support services over the contractual service period. Our typical contractual support and subscription term is one to three years and, to a lesser extent, five years. We also generate a small portion of our revenue from professional services and training services, for which we recognize revenue as the services are provided, and cloud-based services, for which we recognize revenue as the services are delivered or on a monthly usage basis. As a percentage of total revenue, we continue to expect service revenue to be higher than product revenue. Our service revenue growth rate depends significantly on the growth of our customer base, the expansion of our service bundle offerings, the expansion and introduction of new service offerings, the attach rate of service contracts to new product sales, and the renewal of service contracts by our existing customers.

Our total cost of revenue is comprised of the following:

- *Cost of product revenue.* The majority of the cost of product revenue consists of third-party contract manufacturers' costs and the costs of materials used in production. Our cost of product revenue also includes supplies, shipping costs, personnel costs associated with logistics and quality control, facility-related costs, excess and obsolete inventory costs, warranty costs and amortization of intangible assets. Personnel costs include direct compensation and benefits.
- *Cost of service revenue.* Cost of service revenue is primarily comprised of salaries, benefits and bonuses, as well as stock-based compensation. Cost of service revenue also includes third-party repair and contract fulfillment, data center and cloud hosting, supplies and facility-related costs.

Gross margin. Gross profit as a percentage of revenue, or gross margin, has been and will continue to be affected by a variety of factors, including the average sales price of our products, product costs, the mix of products sold and the mix of revenue between hardware products, software licenses and services and any excess inventory write-offs. Service revenue and software licenses have had a positive effect on our total gross margin given the higher gross margins compared to hardware product gross margins. During 2020, product gross margin benefited from gains in average selling price, as well as lower direct and indirect product costs as a percentage of product revenue. It also benefited from product mix, software revenue growth and a stable product transition environment. Service gross margin benefited from renewals and continued sales of services and subscriptions, growing faster than related expenses. Overall gross margin in 2021 will be impacted by service and product revenue mix.

Operating expenses. Our operating expenses consist of research and development, sales and marketing and general and administrative expenses. Personnel costs are the most significant component of operating expenses and consist primarily of salaries, benefits, bonuses, sales commission and stock-based compensation. We expect personnel costs to continue to increase in absolute dollars as we expand our workforce.

- *Research and development.* Research and development expense consists primarily of personnel costs. Additional research and development expenses include ASIC and system prototypes and certification-related expenses, depreciation of property and equipment and facility-related expenses. The majority of our research and development is focused on both software development and the ongoing development of our hardware platform. We record all research and development expenses as incurred. As of December 31, 2020, approximately 90% of our research and development teams were located in Canada, the United States and India.
- *Sales and marketing.* Sales and marketing expense is the largest component of our operating expenses and primarily consists of personnel costs. Additional sales and marketing expenses include product marketing, public relations, field marketing and channel marketing programs (e.g. partner cooperative marketing arrangements), as well as travel, depreciation of property and equipment and facility-related expenses. We intend to hire additional personnel focused on sales and marketing and expand our sales and marketing efforts worldwide in order to capture market share.
- *General and administrative.* General and administrative expense consists of personnel costs, as well as professional fees, depreciation of property and equipment and software and facility-related expenses. General and administrative personnel include our executive, finance, human resources, information technology and legal organizations. Our professional fees principally consist of outside legal, auditing, tax, information technology and other consulting costs.
- *Gain on intellectual property matter.* Gain on intellectual property matter consists of the amortization of the deferred component of an agreement with a competitor in the network security industry, whereby, the competitor party paid us a lump sum of \$50.0 million for a seven-year mutual covenant-not-to-sue for patent claims.

Interest income—net. Interest income—net consists primarily of interest earned on our cash equivalents and investments. We have historically invested our cash in corporate debt securities, certificates of deposit and term deposits, commercial paper, money market funds, and U.S. government and agency securities.

Other expense—net. Other expense—net consists primarily of foreign exchange gains and losses related to foreign currency remeasurement, as well as the gain on the sale or the impairment charges of our investments in privately held companies.

Provision for (benefit from) income taxes. We are subject to income taxes in the United States, as well as other tax jurisdictions or countries in which we conduct business. Earnings from our non-U.S. activities are subject to income taxes in local countries and may be subject to U.S. income taxes. Our effective tax rate differs from the U.S. statutory rate primarily due to foreign income subject to different tax rates than in the U.S., nondeductible stock-based compensation expense, federal research and development tax credit, state taxes, withholding taxes, excess tax benefits related to stock-based compensation expense and the tax impacts of the 2017 Tax Act, including the foreign-derived intangible income (“FDII”) deduction.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. These principles require us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, cost of revenue and expenses, and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. To the extent that there are material differences between these estimates and our actual results, our future financial statements will be affected.

We believe that, of the significant accounting policies described in Note 1 to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, we believe these are the most critical to fully understand and evaluate our financial condition and results of operations.

Revenue Recognition

Revenues are recognized when control of goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

We determine revenue recognition through the following steps:

- identification of a contract or contracts with a customer;
- identification of the performance obligations in a contract, including evaluation of performance obligations as to being distinct goods or services in a contract;
- determination of a transaction price;
- allocation of a transaction price to the performance obligations in a contract; and
- recognition of revenue when, or as, we satisfy a performance obligation.

Our sales contracts typically contain multiple deliverables, such as hardware, software license, security subscription, technical support services and other services, which are generally capable of being distinct and accounted for as separate performance obligations. Our hardware and software licenses have significant standalone functionalities and capabilities. Accordingly, the hardware and software licenses are distinct from the security subscription and technical support services, as a customer can benefit from the product without the services and the services are separately identifiable within a contract. We allocate a transaction price to each performance obligation based on relative standalone selling price. We establish standalone selling price using the prices charged for a deliverable when sold separately. If not observable through past transactions, we determine standalone selling price by considering multiple historical factors including, but not limited to, cost of products, gross margin objectives, pricing practices, geographies and the term of a service contract.

Deferred Contract Costs and Commission Expense

We defer contract costs that are recoverable and incremental to obtaining customer sales contracts. Contract costs, which primarily consist of sales commissions, are amortized on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Costs for initial contracts that are not commensurate with renewal commissions are amortized on a straight-line basis over the period of benefit of five years. Significant estimates, assumptions, and judgments in accounting for deferred contract costs include, but are not limited to, identification of contract costs, anticipated billings and the expected period of benefit.

Valuation of Inventory

Inventory is recorded at the lower of cost or net realizable value. Cost is computed using the first-in, first-out method. In assessing the ultimate recoverability of inventory, we make estimates regarding future customer demand, the timing of new product introductions, economic trends and market conditions. If the actual product demand is significantly lower than forecasted, we could be required to record inventory write-downs which would be charged to cost of product revenue. Any write-downs could have an adverse impact on our gross margins and profitability.

Business Combinations

We include the results of operations of the businesses that we acquire as of the respective dates of acquisition. We allocate the fair value of the purchase price of our business acquisitions to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. The excess of the purchase price over the fair values of these identifiable assets and liabilities is recorded as goodwill. We often continue to gather additional information throughout the measurement period, and if we make changes to the amounts recorded, such changes are recorded in the period in which they are identified.

Contingent Liabilities

From time to time, we are involved in disputes, litigation and other legal actions. However, there are many uncertainties associated with any litigation, and these actions or other third-party claims against us may cause us to incur substantial settlement charges, which are inherently difficult to estimate and could adversely affect our results of operations. We review significant new claims and litigation for the probability of an adverse outcome. Estimates can change as individual claims develop. The actual liability in any such matters may be materially different from our estimates, which could result in the need to adjust our liability and record additional expenses.

Accounting for Income Taxes

We record income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our financial statements or tax returns. In addition, deferred tax assets are recorded for the future benefit of utilizing net operating losses and research and development credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets and liabilities are expected to be realized or settled. Valuation allowances are provided when necessary to reduce deferred tax assets to the amount expected to be realized.

We recognize tax benefits from an uncertain tax position only if it is more likely than not, based on the technical merits of the position that the tax position will be sustained on examination by the tax authorities. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Effective January 1, 2018, the 2017 Tax Act reduced the federal corporate income tax rate from 35% to 21% and created a territorial tax system with a one-time transition tax on foreign earnings of U.S. subsidiaries not previously subject to U.S. income tax. Our selection of an accounting policy for 2018 with respect to the Global Intangible Low-Taxed Income (“GILTI”) tax rules was to treat GILTI tax as a current period expense under the period cost method. For 2019 and 2020, we were not subject to GILTI. We will continue to monitor and assess the impact of the 2017 Tax Act and ongoing guidance and accounting interpretations issued in response to the 2017 Tax Act.

As part of the process of preparing our consolidated financial statements, we are required to estimate our taxes in each of the jurisdictions in which we operate. We estimate actual current tax exposure together with assessing temporary differences resulting from differing treatment of items, such as accruals and allowances not currently deductible for tax purposes. These differences result in deferred tax assets, which are included in our consolidated balance sheets. In general, deferred tax assets represent future tax benefits to be received when certain expenses previously recognized in our consolidated statements of income become deductible expenses under applicable income tax laws, or loss or credit carryforwards are utilized.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We continue to assess the need for a valuation allowance on the deferred tax assets by evaluating both positive and negative evidence that may exist. Any adjustment to the valuation allowance on deferred tax assets would be recorded in the consolidated statements of income for the period that the adjustment is determined to be required.

Results of Operations

The following tables set forth our results of operations for the periods presented and as a percentage of our total revenue for those periods. The period-to-period comparison of financial results is not necessarily indicative of financial results to be achieved in future periods.

	Year Ended December 31,		
	2020	2019	2018
(in millions)			
Consolidated Statements of Income Data:			
Revenue:			
Product	\$ 916.4	\$ 788.5	\$ 674.4
Service	1,678.0	1,374.5	1,130.2
Total revenue	<u>2,594.4</u>	<u>2,163.0</u>	<u>1,804.6</u>
Cost of revenue:			
Product	352.4	324.6	291.0
Service	217.6	181.3	159.4
Total cost of revenue	<u>570.0</u>	<u>505.9</u>	<u>450.4</u>
Gross profit:			
Product	564.0	463.9	383.4
Service	1,460.4	1,193.2	970.8
Total gross profit	<u>2,024.4</u>	<u>1,657.1</u>	<u>1,354.2</u>
Operating expenses:			
Research and development	341.4	277.1	244.5
Sales and marketing	1,071.9	926.9	782.3
General and administrative	119.5	102.1	93.0
Gain on intellectual property matter	(40.2)	—	—
Total operating expenses	<u>1,492.6</u>	<u>1,306.1</u>	<u>1,119.8</u>
Operating income	531.8	351.0	234.4
Interest income—net	17.7	42.5	26.5
Other expense—net	(7.8)	(7.5)	(6.6)
Income before income taxes	541.7	386.0	254.3
Provision for (benefit from) income taxes	53.2	54.3	(80.6)
Net income	<u>\$ 488.5</u>	<u>\$ 331.7</u>	<u>\$ 334.9</u>

	Year Ended December 31,		
	2020	2019	2018
	(as percentage of revenue)		
Revenue:			
Product	35 %	36 %	37 %
Service	65	64	63
Total revenue	100	100	100
Cost of revenue:			
Product	14	15	16
Service	8	8	9
Total cost of revenue	22	23	25
Gross margin:			
Product	62	59	57
Service	87	87	86
Total gross margin	78	77	75
Operating expenses:			
Research and development	13	13	14
Sales and marketing	41	43	43
General and administrative	5	5	5
Gain on intellectual property matter	(2)	—	—
Total operating expenses	58	60	62
Operating margin	20	16	13
Interest income—net	1	2	1
Other expense—net	—	—	—
Income before income taxes	21	18	14
Provision for (benefit from) income taxes	2	3	(4)
Net income	19 %	15 %	19 %

Percentages have been rounded for presentation purposes and may differ from unrounded results.

Discussion regarding our financial condition and results of operations for 2019 as compared to 2018 can be found in Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the SEC on February 26, 2020.

2020 and 2019

Revenue

	Year Ended December 31,				Change	% Change
	2020		2019			
	Amount	% of Revenue	Amount	% of Revenue		
	(in millions, except percentages)					
Revenue:						
Product	\$ 916.4	35 %	\$ 788.5	36 %	\$ 127.9	16 %
Service	1,678.0	65	1,374.5	64	303.5	22
Total revenue	\$ 2,594.4	100 %	\$ 2,163.0	100 %	\$ 431.4	20 %
Revenue by geography:						
Americas	\$ 1,077.2	42 %	\$ 920.2	42 %	\$ 157.0	17 %
EMEA	991.9	38	816.5	38	175.4	21
APAC	525.3	20	426.3	20	99.0	23
Total revenue	\$ 2,594.4	100 %	\$ 2,163.0	100 %	\$ 431.4	20 %

Total revenue increased by \$431.4 million, or 20%, in 2020 compared to 2019. We continued to experience diversification of revenue globally, and across both customer and industry segments. Revenue from all regions grew, with EMEA contributing the largest portion of the increase on an absolute dollar basis and APAC contributing the fastest growth on a percentage basis.

Product revenue increased by \$127.9 million, or 16%, in 2020 compared to 2019. We experienced revenue growth across many of our products due to an increase in product revenue from our FortiGate SD-WAN solutions, software licenses and our security fabric platform products.

Service revenue increased by \$303.5 million, or 22%, in 2020 compared to 2019. FortiGuard security subscription, FortiCare technical support and other revenues increased by \$167.9 million and \$135.6 million, respectively, or 22% in 2020 compared to 2019. The increases were primarily due to the recognition of revenue from our growing deferred revenue balance related to FortiGuard and other security subscriptions and FortiCare technical support, including our customers moving to higher-tier support offerings.

Of the service revenue recognized in 2020, 68% was included in the deferred revenue balance as of December 31, 2019. Of the service revenue recognized in 2019, 68% was included in the deferred revenue balance as of December 31, 2018.

Cost of revenue and gross margin

	Year Ended December 31,		Change	% Change
	2020	2019		
(in millions, except percentages)				
Cost of revenue:				
Product	\$ 352.4	\$ 324.6	\$ 27.8	9 %
Service	217.6	181.3	36.3	20
Total cost of revenue	<u>\$ 570.0</u>	<u>\$ 505.9</u>	<u>\$ 64.1</u>	13 %
Gross margin (%):				
Product	61.5 %	58.8 %		
Service	87.0 %	86.8 %		
Total gross margin	78.0 %	76.6 %		

Total gross margin increased by 1.4 percentage points in 2020 compared to 2019, driven primarily by improvements to product gross margins.

Product gross margin increased by 2.7 percentage points in 2020 compared to 2019. Product gross margin benefited from lower direct costs of hardware as a percentage of product revenue and increased software sales. Cost of product revenue was comprised primarily of third-party contract manufacturers' costs and the costs of materials used in production.

Service gross margin increased by 0.2 percentage points in 2020 compared to 2019, as our personnel costs grew slower than our service revenue and we experienced lower costs to replace and repair our products. Cost of service revenue was comprised primarily of personnel costs.

Operating expenses

	Year Ended December 31,					
	2020		2019		Change	% Change
	Amount	% of Revenue	Amount	% of Revenue		
(in millions, except percentages)						
Operating expenses:						
Research and development	\$ 341.4	13 %	\$ 277.1	13 %	\$ 64.3	23 %
Sales and marketing	1,071.9	41	926.9	43	145.0	16
General and administrative	119.5	5	102.1	5	17.4	17
Gain on intellectual property matter	(40.2)	(2)	—	—	(40.2)	*
Total operating expenses	\$ 1,492.6	58 %	\$ 1,306.1	60 %	\$ 186.5	14 %

Percentages have been rounded for presentation purposes and may differ from unrounded results.

* Not meaningful

Research and development

Research and development expense increased by \$64.3 million, or 23%, in 2020 compared to 2019, primarily due to an increase in personnel-related costs of \$49.0 million as a result of increased headcount to support the development of new products and continued enhancements to our existing products. In addition, product development costs, such as third-party testing and prototypes, increased \$12.3 million. We currently intend to continue to invest in our research and development organization, and expect research and development expense to increase in absolute dollars in 2021.

Sales and marketing

Sales and marketing expense increased by \$145.0 million, or 16%, in 2020 compared to 2019, primarily due to an increase in personnel-related costs of \$173.4 million as a result of increases to sales and marketing headcount in order to drive global market revenue increases. This increase was offset by savings related to decreased travel and fewer in-person marketing events as a result of the COVID-19 pandemic. We currently intend to continue to make investments in sales and marketing resources, which are critical to support our future growth, and expect sales and marketing expense to increase in absolute dollars in 2021.

General and administrative

General and administrative expense increased by \$17.4 million, or 17%, in 2020 compared to 2019, primarily due to an increase in personnel-related costs of \$9.3 million, an increase in legal-related costs of \$2.5 million, an increase in professional services fee of \$2.2 million and an increase in the provision for expected credit losses of \$2.0 million. We currently expect general and administrative expense to increase in absolute dollars in 2021.

Gain on IP matter

In January 2020, we entered into an agreement with a competitor in the network security industry, whereby, in February 2020, the competitor party paid us a lump sum of \$50.0 million for a mutual covenant-not-to-sue for patent claims. In 2020 we recorded a \$40.2 million gain on intellectual property matter in our consolidated statements of income. See Note 12 of the notes to consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional information regarding the gain on IP matter.

Operating income and margin

We generated operating income of \$531.8 million in 2020, an increase of \$180.8 million, or 52%, compared to \$351.0 million in 2019. Operating income as a percentage of revenue increased to 20% in 2020 compared to 16% in 2019. The increase in operating margin is primarily due to the \$40.2 million gain on IP matter, the 1.4 percentage point improvement in gross margin and the 1.6 percentage point decrease in sales and marketing expense as a percentage of revenue.

Interest income—net and other expense—net

	Year Ended December 31,		Change	% Change
	2020	2019		
	(in millions, except percentages)			
Interest income—net	\$ 17.7	\$ 42.5	\$ (24.8)	(58)%
Other expense—net	\$ (7.8)	\$ (7.5)	\$ (0.3)	4%

Interest income—net decreased in 2020 as compared to 2019, primarily due to lower interest rates and, to a lesser extent, lower invested balances of cash, cash equivalents and investments. Interest income—net varies depending on our average investment balances during the period, types and mix of investments, and market interest rates. The change in other expense—net in 2020 as compared to 2019 was the result of a \$4.3 million impairment charge on an investment in a privately held company during 2020 compared to a \$3.8 million impairment charge on an investment in a privately held company in the same period last year.

Provision for (benefit from) income taxes

	Year Ended December 31,		Change	% Change
	2020	2019		
	(in millions, except percentages)			
Provision for income taxes	\$ 53.2	\$ 54.3	\$ (1.1)	(2)%
Effective tax rate	10%	14%		

Our provision for income taxes for 2020 reflects an effective tax rate of 10%, compared to an effective tax rate of 14% for 2019. The provision for income taxes for 2020 was comprised primarily of a \$146.8 million tax expense related to U.S. federal and state taxes, other foreign income taxes, foreign withholding taxes and unrecognized tax benefits. The provision was partially offset by a tax benefit of \$44.3 million from the FDII deduction, excess tax benefits of \$42.0 million from stock-based compensation expense and tax benefits of \$7.5 million from federal research and development tax credits.

Our provision for income taxes for 2019 reflects an effective tax rate of 14%, compared to an effective tax rate benefit of 32% for 2018. The provision for income taxes for 2019 was comprised primarily of a \$90.3 million tax expense related to U.S. federal and state taxes, other foreign income taxes and foreign withholding taxes and a \$10.1 million tax expense for an unrecognized tax benefit related to the Ninth Circuit's opinion in Altera Corporation and Subsidiaries vs. Commissioner of Internal Revenue ("Altera"). The provision was partially offset by excess tax benefits of \$39.3 million from stock-based compensation expense and tax benefits of \$6.8 million from federal research and development tax credits.

Unaudited Quarterly Results of Operations

The following table sets forth our unaudited quarterly statements of income for the last eight quarters. The quarterly results of operations for the four quarters of 2019 were adjusted for an immaterial error related to the commencement of revenue recognition for certain FortiCare support service contracts, which resulted in an understatement of revenue. See Note 2 of the notes to consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K for further detail. Additionally, the quarterly results of operations for the first two quarters of 2020 were also adjusted to reflect the correction of the immaterial error related to the commencement of revenue recognition for certain FortiCare support service contracts, which resulted in an understatement of revenue.

The information for each of these quarters has been prepared on the same basis as the audited annual financial statements included elsewhere in this Annual Report and, in the opinion of management, includes all adjustments, which includes only normal recurring adjustments, necessary for the fair presentation of the results of operations for these periods. This data should be read in conjunction with our audited consolidated financial statements and related notes included elsewhere in this annual report. These quarterly operating results are not necessarily indicative of our operating results for any future period.

	Three Months Ended					
	Dec 31, 2020	Sep 30, 2020	Jun 30, 2020		Mar 31, 2020	
	As Reported	As Reported	As Previously Reported	As Corrected	As Previously Reported	As Corrected
(in millions, except per share amounts)						
Consolidated Statements of Income Data:						
Revenue:						
Product	\$ 288.4	\$ 223.8	\$ 211.9	\$ 211.9	\$ 192.3	\$ 192.3
Service	459.6	427.3	403.6	405.7	384.6	385.4
Total revenue	748.0	651.1	615.5	617.6	576.9	577.7
Cost of revenue:						
Product ⁽¹⁾⁽²⁾	107.4	84.3	84.4	84.4	76.3	76.3
Service ⁽¹⁾⁽²⁾	59.6	54.9	50.7	50.7	52.4	52.4
Total cost of revenue	167.0	139.2	135.1	135.1	128.7	128.7
Total gross profit	581.0	511.9	480.4	482.5	448.2	449.0
Operating expenses:						
Research and development ⁽¹⁾	89.0	90.0	82.1	82.1	80.3	80.3
Sales and marketing ⁽¹⁾⁽²⁾	291.4	266.7	253.8	253.8	260.0	260.0
General and administrative ⁽¹⁾	32.4	29.4	28.9	28.9	28.8	28.8
Gain on intellectual property matter	(1.2)	(1.1)	(1.1)	(1.1)	(36.8)	(36.8)
Total operating expenses	411.6	385.0	363.7	363.7	332.3	332.3
Operating income	169.4	126.9	116.7	118.8	115.9	116.7
Interest income—net	2.0	2.5	4.0	4.0	9.2	9.2
Other income (expense)—net	0.3	(1.0)	0.9	0.9	(8.0)	(8.0)
Income before income taxes	171.7	128.4	121.6	123.7	117.1	117.9
Provision for income taxes	25.0	5.0	9.5	9.9	13.1	13.3
Net income	\$ 146.7	\$ 123.4	\$ 112.1	\$ 113.8	\$ 104.0	\$ 104.6
Net income per share:						
Basic	\$ 0.90	\$ 0.76	\$ 0.69	\$ 0.70	\$ 0.61	\$ 0.61
Diluted	\$ 0.89	\$ 0.75	\$ 0.68	\$ 0.69	\$ 0.60	\$ 0.60

	Three Months Ended							
	Dec 31, 2019		Sept 30, 2019		Jun 30, 2019		Mar 31, 2019	
	As Previously Reported	As Corrected	As Previously Reported	As Corrected	As Previously Reported	As Corrected	As Previously Reported	As Corrected
(in millions, except per share amounts)								
Consolidated Statements of Income Data:								
Revenue:								
Product	\$ 238.8	\$ 238.8	\$ 197.1	\$ 197.1	\$ 189.9	\$ 189.9	\$ 162.7	\$ 162.7
Service	375.6	379.3	350.4	351.0	331.8	333.9	309.9	310.3
Total revenue	614.4	618.1	547.5	548.1	521.7	523.8	472.6	473.0
Cost of revenue:								
Product ⁽¹⁾⁽²⁾	92.7	92.7	79.0	79.0	82.7	82.7	70.2	70.2
Service ⁽¹⁾⁽²⁾	47.8	47.8	45.1	45.1	45.6	45.6	42.8	42.8
Total cost of revenue	140.5	140.5	124.1	124.1	128.3	128.3	113.0	113.0
Total gross profit	473.9	477.6	423.4	424.0	393.4	395.5	359.6	360.0
Operating expenses:								
Research and development ⁽¹⁾	71.2	71.2	69.9	69.9	67.4	67.4	68.6	68.6
Sales and marketing ⁽¹⁾⁽²⁾	257.1	257.1	227.4	227.4	226.5	226.5	215.9	215.9
General and administrative ⁽¹⁾	27.2	27.2	26.1	26.1	24.3	24.3	24.5	24.5
Total operating expenses	355.5	355.5	323.4	323.4	318.2	318.2	309.0	309.0
Operating income	118.4	122.1	100.0	100.6	75.2	77.3	50.6	51.0
Interest income—net	9.9	9.9	11.4	11.4	11.0	11.0	10.2	10.2
Other expense—net	(0.6)	(0.6)	(6.0)	(6.0)	(0.4)	(0.4)	(0.5)	(0.5)
Income before income taxes	127.7	131.4	105.4	106.0	85.8	87.9	60.3	60.7
Provision for income taxes	12.5	13.2	25.6	25.8	13.1	13.7	1.5	1.6
Net income	\$ 115.2	\$ 118.2	\$ 79.8	\$ 80.2	\$ 72.7	\$ 74.2	\$ 58.8	\$ 59.1
Net income per share:								
Basic	\$ 0.67	\$ 0.69	\$ 0.47	\$ 0.47	\$ 0.42	\$ 0.43	\$ 0.35	\$ 0.35
Diluted	\$ 0.66	\$ 0.67	\$ 0.46	\$ 0.46	\$ 0.42	\$ 0.42	\$ 0.34	\$ 0.34

⁽¹⁾ Includes stock-based compensation as follows:

	Three Months Ended							
	Dec 31, 2020	Sept 30, 2020	Jun 30, 2020	Mar 31, 2020	Dec 31, 2019	Sept 30, 2019	Jun 30, 2019	Mar 31, 2019
	(in millions)							
Cost of product revenue	\$ 0.4	\$ 0.4	\$ 0.4	\$ 0.4	\$ 0.3	\$ 0.4	\$ 0.4	\$ 0.4
Cost of service revenue	3.4	3.3	3.2	3.0	2.9	2.7	2.9	2.8
Research and development	12.0	12.7	12.0	10.9	10.0	9.3	10.0	9.4
Sales and marketing	27.1	27.7	27.9	25.7	25.1	24.9	26.3	25.4
General and administrative	6.0	5.9	6.1	5.3	5.4	5.1	5.4	5.0
Total stock-based compensation expense	\$ 48.9	\$ 50.0	\$ 49.6	\$ 45.3	\$ 43.7	\$ 42.4	\$ 45.0	\$ 43.0

⁽²⁾Total amortization included in product costs, service costs, and sales and marketing expense are as follows:

	Three Months Ended							
	Dec 31, 2020	Sept 30, 2020	Jun 30, 2020	Mar 31, 2020	Dec 31, 2019	Sept 30, 2019	Jun 30, 2019	Mar 31, 2019
	(in millions)							
Amortization of intangible assets	\$ 2.8	\$ 2.8	\$ 3.7	\$ 4.0	\$ 2.8	\$ 2.2	\$ 2.9	\$ 3.0

Seasonality, Cyclical and Quarterly Revenue Trends

Our quarterly results reflect a pattern of increased customer buying at year-end, which has positively impacted billings and product revenue activity in the fourth quarter. In the first quarter, we generally experience lower sequential customer buying, followed by an increase in buying in the second quarter. In 2020, seasonality was impacted by the COVID-19 pandemic. Although these seasonal factors are common in the technology sector, historical patterns should not be considered a reliable indicator of our future sales activity or performance. On a quarterly basis, we have usually generated the majority of our revenue in the final month of each quarter and a significant amount in the last two weeks of each quarter. We believe this is due to customer buying patterns typical in this industry.

Consistent with the seasonality note above, our total quarterly revenue over the past two years has generally increased sequentially each year. Product revenue increased year-over-year as compared to 2019, as we have continued product innovation and successfully launched new product models, expanded our solution sales, with focus on SD-WAN and work from home solutions and continued our investments in our sales and marketing organizations. Due to our growing customer base, we continue to see a relative shift from product revenue to higher-margin, recurring service revenue.

Total gross margin has fluctuated on a quarterly basis primarily due to the relative service and product mix as well as the seasonality of cost increases. Product gross margin varies based on the types of products sold, their cost profile and the average selling prices of our products. In 2020, product gross margin was impacted by new product introductions and the mix of high-end, mid-range and entry-level products and other Fabric appliances as well as increasing software sales. We have been able to improve our direct cost of appliances with newer generations, and our product gross margin continuously benefits from increasing software sales. Service gross margin is impacted by revenue growth and our personnel-related costs, third-party repair and contract fulfillment, data center and cloud hosting, supplies and facility-related costs.

Liquidity and Capital Resources

	As of December 31,		
	2020	2019	2018
	(in millions)		
Cash and cash equivalents	\$ 1,061.8	\$ 1,222.5	\$ 1,112.4
Investments	893.8	987.4	604.2
Total cash, cash equivalents and investments	<u>\$ 1,955.6</u>	<u>\$ 2,209.9</u>	<u>\$ 1,716.6</u>
Working capital	<u>\$ 910.9</u>	<u>\$ 1,313.2</u>	<u>\$ 975.5</u>
	Year Ended December 31,		
	2020	2019	2018
	(in millions)		
Net cash provided by operating activities	\$ 1,083.7	\$ 808.0	\$ 638.9
Net cash used in investing activities	(72.8)	(502.3)	(134.9)
Net cash used in financing activities	(1,171.6)	(195.6)	(202.6)
Net (decrease) increase in cash and cash equivalents	<u>\$ (160.7)</u>	<u>\$ 110.1</u>	<u>\$ 301.4</u>

Liquidity and capital resources is impacted by our operating activities, as well as by our stock repurchases, proceeds from the issuances of common stock under our the Amended and Restated Fortinet, Inc. 2009 Equity Incentive Plan (the “2009 Plan”) and payment of taxes in connection with the net settlement of equity awards, real estate and other capital expenditures and business acquisitions.

In recent years, we have received significant capital resources from our billings to customers and, to some extent, from the exercise of stock options by our employees. Additional increases in billings may depend on a number of factors, including demand for our products and services, competition, market or industry changes, macroeconomic events such as the COVID-19 pandemic and our ability to execute. We expect proceeds from the exercise of stock options in future years to be impacted by the increased mix of restricted stock units versus stock options granted to our employees and to vary based on our share price.

In February 2020, we received a cash payment of \$50.0 million pursuant to a mutual covenant-not-to-sue and release agreement with a competitor in the network security industry.

In July 2020, our board of directors approved a \$500.0 million increase in the authorized stock repurchase amount under the Repurchase Program and extended the term of the Repurchase Program to February 28, 2022, bringing the aggregate amount authorized to be repurchased to \$3.0 billion. In 2020, we repurchased 11.7 million shares of common stock under the Repurchase Program for an aggregate purchase price of \$1.08 billion. As of December 31, 2020, \$1.01 billion remained available for future share repurchases under the Repurchase Program.

Construction of a second building at our headquarters campus started in the fourth quarter of 2018 and related spending will continue until project completion. We estimate 2021 spending on the second building of our headquarters campus project to be between \$50.0 million and \$60.0 million, which was moved from 2020 due to a delay to the project schedule as a result of the COVID-19 pandemic. We estimate construction to be completed in the first half of 2021.

As of December 31, 2020, our cash, cash equivalents and investments of \$1.96 billion were invested primarily in deposit accounts, money market funds, corporate debt securities, commercial paper, certificates of deposit and term deposits and U.S. government securities. It is our investment policy to invest excess cash in a manner that preserves capital, provides liquidity and generates return without significantly increasing risk. We do not enter into investments for trading or speculative purposes.

The amount of cash, cash equivalents and investments held by our international subsidiaries was \$119.8 million and \$109.3 million as of December 31, 2020 and as of December 31, 2019, respectively.

We believe that our existing cash and cash equivalents will be sufficient to meet our anticipated cash needs for at least the next 12 months. Our future capital requirements will depend on many factors, including our growth rate, the timing and amount of our share repurchases, the expansion of sales and marketing activities, the introduction of new and enhanced products and services offerings, the continuing market acceptance of our products, the timing and extent of spending to support development efforts, our investments in purchasing or leasing real estate and macroeconomic impacts such as the COVID-19 pandemic. Historically, we have required capital principally to fund our working capital needs, share repurchases, capital expenditures and acquisition activities. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all.

Operating Activities

Cash generated by operating activities is our primary source of liquidity. It is primarily comprised of net income, as adjusted for non-cash items and changes in operating assets and liabilities. Non-cash adjustments consist primarily of stock-based compensation, amortization of deferred contract costs and depreciation and amortization. Changes in operating assets and liabilities consist primarily of changes in deferred revenue, deferred contract costs and accounts receivable.

Our operating activities during 2020 provided \$1.08 billion in cash as a result of the continued growth of our business and our ability to successfully manage our working capital. Changes in operating assets and liabilities primarily resulted from an increase in sales of our FortiGuard and other security services subscription and FortiCare technical support services to new and existing customers, as reflected by an increase in our deferred revenue, and proceeds from the mutual covenant-not-to-sue and release agreement. Our total deferred revenue balance grew \$496.2 million, or 24%, during 2020.

Investing Activities

The changes in cash flows from investing activities primarily relate to timing of purchases, maturities and sales of investments and purchases of property and equipment. Historically, in making a lease versus ownership decision related to our larger facilities, we have considered various factors including financial metrics and the impact on our engineers and other employees. In certain cases, we have elected to own the facility if we believed that ownership rather than leasing is more in line with our long-term strategy. We may make similar decisions in the future. We may also make cash payments in connection with future business combinations.

During 2020, cash used in investing activities was primarily driven by \$125.9 million spent on purchases of property and equipment, a large portion of which relates to our headquarters building construction, and \$40.2 million used for the OPAQ and Panopta acquisitions, net of cash acquired, and partially offset by \$92.0 million provided by sales and maturities of investments, net of purchases of investments.

Financing Activities

The changes in cash flows from financing activities primarily relate to repurchase and retirement of common stock and taxes paid related to net share settlement of equity awards, net of proceeds from the issuance of common stock under the 2009 Plan.

During 2020, cash used in financing activities was \$1.17 billion, primarily due to \$1.08 billion used to repurchase shares of our common stock, \$86.1 million used to pay tax withholding, net of proceeds from the issuance of common stock, and \$4.1 million used to pay debt assumed in connection with the OPAQ acquisition.

Contractual Obligations and Commitments

The following summarizes our inventory purchase commitments as of December 31, 2020:

	Payments Due by Period				
	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
	(in millions)				
Inventory purchase commitments ⁽¹⁾	\$ 259.4	\$ 259.4	\$ —	\$ —	\$ —

⁽¹⁾ Consists of minimum purchase commitments with independent contract manufacturers.

In addition to commitments with contract manufacturers, we have open purchase orders and contractual obligations in the ordinary course of business for which we have not received goods or services. As of December 31, 2020, we had \$28.9 million in other contractual commitments having a remaining term in excess of one year that may not be cancelable.

As of December 31, 2020, we had \$90.3 million of long-term income tax liabilities, including interest, related to uncertain tax positions. Because of the high degree of uncertainty regarding the settlement of these liabilities, we are unable to estimate the years in which future cash outflows may occur.

Off-Balance Sheet Arrangements

During 2020, 2019 and 2018, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Recent Accounting Pronouncements

See Note 1 of the notes to our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K for a full description of recently adopted accounting pronouncements.

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk***Interest Rate Fluctuation Risk***

The primary objectives of our investment activities are to preserve principal, provide liquidity and maximize income without significantly increasing risk. Some of the securities we invest in are subject to market risk. This means that a change in prevailing interest rates may cause the principal amount of the investment to fluctuate. To minimize this risk, we maintain our portfolio of cash, cash equivalents and investments in a variety of securities, including corporate debt securities, certificates of deposit and term deposits, commercial paper, money market funds, and U.S. government and agency securities. The risk associated with fluctuating interest rates is limited to our investment portfolio. A 10% decrease in interest rates in 2020, 2019 and 2018 would have resulted in an insignificant decrease in our interest income in each of these periods.

Foreign Currency Exchange Risk

Our sales contracts are primarily denominated in U.S. dollars and therefore substantially all of our revenue is not subject to foreign currency translation risk. However, a substantial portion of our operating expenses incurred outside the United States are denominated in foreign currencies and are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Canadian dollar (“CAD”), the Euro (“EUR”) and the British pound (“GBP”). To help protect against significant fluctuations in value and the volatility of future cash flows caused by changes in currency exchange rates, we engage in foreign currency risk management activities to minimize the impact of balance sheet items denominated in CAD. We do not use these contracts for speculative or trading purposes. All of the derivative instruments are with high quality financial institutions and we monitor the credit worthiness of these parties. These contracts typically have a maturity of one month and settle on the last day of each month. We record changes in the fair value of forward exchange contracts related to balance sheet accounts in other expense—net in the consolidated statements of income. We recognized an expense of \$5.5 million in 2020 due to foreign currency transaction losses.

Our use of forward exchange contracts is intended to reduce, but not eliminate, the impact of currency exchange rate movements. Our forward exchange contracts are relatively short-term in nature and are focused on the CAD. Long-term material changes in the value of the U.S. dollar against other foreign currencies, such as the EUR and GBP, could adversely impact our operating expenses in the future. We assessed the risk of loss in fair values from the impact of hypothetical changes in foreign currency exchange rates. For foreign currency exchange rate risk, a 10% increase or decrease of foreign currency exchange rates against the U.S. dollar with all other variables held constant would have resulted in a \$5.9 million change in the value of our foreign currency cash balances as of December 31, 2020.

Inflation Risk

Our monetary assets, consisting primarily of cash, cash equivalents and short-term investments, are not affected significantly by inflation because they are predominantly short-term. We believe the impact of inflation on replacement costs of equipment, furniture and leasehold improvements will not materially affect our operations. The rate of inflation, however, affects our cost of revenue and expenses, such as those for employee compensation, which may not be readily recoverable in the price of products and services offered by us.

ITEM 8. Financial Statements and Supplementary Data

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The supplementary financial information required by this Item 8 is included in Part II, Item 7 of this Annual Report on Form 10-K under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Unaudited Quarterly Results of Operations.”

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Fortinet, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Fortinet, Inc. and subsidiaries (the “Company”) as of December 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, stockholders’ equity, and cash flows, for each of the three years in the period ended December 31, 2020, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control–Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 19, 2021, expressed an unqualified opinion on the Company’s internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Litigation Contingencies—Refer to Note 13 to the financial statements

Critical Audit Matter Description

The Company is involved in disputes, litigation and other legal actions in the normal course of business. Claims from third parties may result in a requirement to pay substantial damages and could prevent the Company from selling certain of their products. An estimated loss from a loss contingency is accrued by a charge to income if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Where a range of loss can be reasonably estimated with no best estimate in the range, management records the minimum estimated liability.

The determination of litigation contingency accruals is subject to significant management judgement in assessing the likelihood of a loss being incurred and when determining whether a reasonable estimate of the loss or range of loss can be made.

Given the inherent uncertainty of the outcome of identified current matters, auditing the valuation assertion of litigation contingencies required a high degree of auditor judgment and an increased extent of effort when performing audit procedures.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the litigation contingencies included the following, among others:

- We tested the effectiveness of controls over management's litigation contingency accrual analysis and assessment of matters with potential impact.
- We obtained and evaluated legal letters from internal and external legal counsel, and we discussed with internal legal counsel the pending litigation matters.
- We made inquiries with management to obtain an understanding of litigation matters that the Company is currently undergoing.
- We read available court filings for litigation matters to search for contradictory information.
- We read Board of Directors meeting minutes to search for contradictory information.
- We evaluated the assumptions used by the Company to estimate the litigation contingency, including corroborating the assumptions with internal legal counsel.
- We evaluated the Company's litigation contingencies disclosure for consistency with our knowledge of the Company's litigation matters.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 19, 2021

We have served as the Company's auditor since 2002.

FORTINET, INC.
CONSOLIDATED BALANCE SHEETS
(in millions, except per share amounts)

	December 31, 2020	December 31, 2019
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 1,061.8	\$ 1,222.5
Short-term investments	775.5	843.1
Accounts receivable—Net of allowance for credit losses of \$2.5 million at December 31, 2020 and net of allowance for doubtful accounts of \$1.2 million at December 31, 2019	720.0	544.3
Inventory	139.8	117.9
Prepaid expenses and other current assets	43.3	41.2
Total current assets	2,740.4	2,769.0
LONG-TERM INVESTMENTS	118.3	144.3
PROPERTY AND EQUIPMENT—NET	448.0	344.3
DEFERRED CONTRACT COSTS	304.8	237.0
DEFERRED TAX ASSETS	245.2	226.3
OTHER INTANGIBLE ASSETS—NET	31.6	31.1
GOODWILL	93.0	67.2
OTHER ASSETS	63.2	60.0
TOTAL ASSETS	\$ 4,044.5	\$ 3,879.2
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 141.6	\$ 96.4
Accrued liabilities	149.2	101.8
Accrued payroll and compensation	145.9	101.8
Deferred revenue	1,392.8	1,155.8
Total current liabilities	1,829.5	1,455.8
DEFERRED REVENUE	1,212.5	953.3
INCOME TAX LIABILITIES	90.3	82.8
OTHER LIABILITIES	56.2	44.9
Total liabilities	3,188.5	2,536.8
COMMITMENTS AND CONTINGENCIES (Note 13)		
STOCKHOLDERS' EQUITY:		
Common stock, \$0.001 par value—300 shares authorized; 162.5 shares and 171.7 shares issued and outstanding at December 31, 2020 and 2019, respectively	0.2	0.2
Additional paid-in capital	1,207.2	1,180.3
Accumulated other comprehensive income	0.7	1.1
Retained earnings (accumulated deficit)	(352.1)	160.8
Total stockholders' equity	856.0	1,342.4
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 4,044.5	\$ 3,879.2

See notes to consolidated financial statements.

FORTINET, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in millions, except per share amounts)

	Year Ended December 31,		
	2020	2019	2018
REVENUE:			
Product	\$ 916.4	\$ 788.5	\$ 674.4
Service	1,678.0	1,374.5	1,130.2
Total revenue	2,594.4	2,163.0	1,804.6
COST OF REVENUE:			
Product	352.4	324.6	291.0
Service	217.6	181.3	159.4
Total cost of revenue	570.0	505.9	450.4
GROSS PROFIT:			
Product	564.0	463.9	383.4
Service	1,460.4	1,193.2	970.8
Total gross profit	2,024.4	1,657.1	1,354.2
OPERATING EXPENSES:			
Research and development	341.4	277.1	244.5
Sales and marketing	1,071.9	926.9	782.3
General and administrative	119.5	102.1	93.0
Gain on intellectual property matter	(40.2)	—	—
Total operating expenses	1,492.6	1,306.1	1,119.8
OPERATING INCOME	531.8	351.0	234.4
INTEREST INCOME—NET	17.7	42.5	26.5
OTHER EXPENSE—NET	(7.8)	(7.5)	(6.6)
INCOME BEFORE INCOME TAXES	541.7	386.0	254.3
PROVISION FOR (BENEFIT FROM) INCOME TAXES	53.2	54.3	(80.6)
NET INCOME	\$ 488.5	\$ 331.7	\$ 334.9
Net income per share (Note 10):			
Basic	\$ 2.98	\$ 1.94	\$ 1.98
Diluted	\$ 2.91	\$ 1.90	\$ 1.92
Weighted-average shares outstanding:			
Basic	164.2	171.0	169.1
Diluted	167.7	175.0	174.2

See notes to consolidated financial statements.

FORTINET, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Year Ended December 31,		
	2020	2019	2018
Net income	\$ 488.5	\$ 331.7	\$ 334.9
Other comprehensive income (loss):			
Change in unrealized gains (losses) on investments	(0.2)	2.5	—
Less: tax provision related to change in unrealized gains (losses) on investments	0.2	0.5	—
Other comprehensive income (loss)	(0.4)	2.0	—
Comprehensive income	\$ 488.1	\$ 333.7	\$ 334.9

See notes to consolidated financial statements.

FORTINET, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in millions)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity
	Shares	Amount				
BALANCE—December 31, 2017	167.9	\$ 0.2	\$ 909.6	\$ (0.8)	\$ (307.0)	\$ 602.0
Issuance of common stock in connection with equity incentive plans - net of tax withholding	5.7	—	17.5	—	—	17.5
Repurchase and retirement of common stock	(3.8)	—	(21.7)	—	(187.4)	(209.1)
Stock-based compensation expense	—	—	162.9	—	—	162.9
Cumulative effect adjustments from adoption of Topic 606	—	—	—	—	117.3	117.3
Net income	—	—	—	—	334.9	334.9
BALANCE—December 31, 2018	169.8	0.2	1,068.3	(0.8)	(42.2)	1,025.5
Issuance of common stock in connection with equity incentive plans - net of tax withholding	3.8	—	(48.9)	—	—	(48.9)
Repurchase and retirement of common stock	(1.9)	—	(12.1)	—	(128.8)	(140.9)
Stock-based compensation expense	—	—	173.0	—	—	173.0
Cumulative-effect adjustment from adoption of ASU 2018-02	—	—	—	(0.1)	0.1	—
Net unrealized gain on investments - net of tax	—	—	—	2.0	—	2.0
Net income	—	—	—	—	331.7	331.7
BALANCE—December 31, 2019	171.7	0.2	1,180.3	1.1	160.8	1,342.4
Issuance of common stock in connection with equity incentive plans - net of tax withholding	2.5	—	(86.1)	—	—	(86.1)
Repurchase and retirement of common stock	(11.7)	—	(78.7)	—	(1,001.4)	(1,080.1)
Stock-based compensation expense	—	—	191.7	—	—	191.7
Net unrealized gain on investments - net of tax	—	—	—	(0.4)	—	(0.4)
Net income	—	—	—	—	488.5	488.5
BALANCE—December 31, 2020	162.5	\$ 0.2	\$ 1,207.2	\$ 0.7	\$ (352.1)	\$ 856.0

See notes to consolidated financial statements.

FORTINET, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Year Ended December 31,		
	2020	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 488.5	\$ 331.7	\$ 334.9
Adjustments to reconcile net income to net cash provided by operating activities:			
Stock-based compensation	191.7	174.1	162.9
Amortization of deferred contract costs	137.4	107.9	90.9
Depreciation and amortization	68.8	61.6	55.7
Amortization of investment premiums (discounts)	1.3	(6.0)	(0.6)
Other	6.0	5.7	(0.9)
Changes in operating assets and liabilities, net of assets acquired and liabilities assumed in business combinations:			
Accounts receivable—net	(176.4)	(96.7)	(82.0)
Inventory	(42.2)	(48.5)	(33.4)
Prepaid expenses and other current assets	(2.8)	(2.1)	4.2
Deferred contract costs	(205.1)	(162.3)	(136.4)
Deferred tax assets	(10.5)	19.4	(127.1)
Other assets	(4.6)	(1.3)	(3.8)
Accounts payable	37.4	7.7	14.6
Accrued liabilities	45.8	(20.2)	8.5
Accrued payroll and compensation	43.1	(2.7)	3.5
Other liabilities	9.7	(0.2)	(0.8)
Deferred revenue	495.6	439.9	348.7
Net cash provided by operating activities	1,083.7	808.0	638.9
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of investments	(1,079.0)	(1,332.3)	(681.8)
Sales of investments	152.2	31.3	42.8
Maturities of investments	1,018.8	925.5	578.8
Purchases of property and equipment	(125.9)	(92.2)	(53.0)
Payments made in connection with business combinations, net of cash acquired	(40.2)	(34.6)	(21.7)
Other	1.3	—	—
Net cash used in investing activities	(72.8)	(502.3)	(134.9)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Repurchase and retirement of common stock	(1,080.1)	(145.1)	(211.8)
Proceeds from issuance of common stock	22.1	49.5	86.5
Taxes paid related to net share settlement of equity awards	(108.2)	(96.0)	(67.2)
Payments of debt assumed in connection with business combinations	(4.1)	(3.7)	(10.1)
Other	(1.3)	(0.3)	—
Net cash used in financing activities	(1,171.6)	(195.6)	(202.6)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(160.7)	110.1	301.4
CASH AND CASH EQUIVALENTS—Beginning of year	1,222.5	1,112.4	811.0
CASH AND CASH EQUIVALENTS—End of year	\$ 1,061.8	\$ 1,222.5	\$ 1,112.4
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid for income taxes—net	\$ 39.7	\$ 58.7	\$ 41.4
Operating lease liabilities arising from obtaining right-of-use assets	\$ 22.8	\$ 20.4	\$ —
Finance lease liabilities arising from obtaining right-of-use assets	\$ —	\$ 3.6	\$ —
Cash paid to settle liability incurred for repurchase of common stock	\$ —	\$ 4.2	\$ —
NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Transfers of evaluation units from inventory to property and equipment	\$ 20.9	\$ 21.1	\$ 21.6
Liability for purchase of property and equipment	\$ 30.8	\$ 16.0	\$ 8.3
Liability incurred for repurchase of common stock	\$ —	\$ —	\$ 4.2
Liability incurred in connection with business combination	\$ 0.4	\$ 3.0	\$ —

See notes to consolidated financial statements.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business—Fortinet, Inc. (“Fortinet”) was incorporated in Delaware in 2000 and is a global leader in broad, integrated and automated cybersecurity solutions. Fortinet provides high performance cybersecurity solutions to a wide variety of businesses, such as large enterprises, communication service providers, government organizations and small to medium-sized enterprises. Fortinet’s cybersecurity solutions are designed to provide broad visibility and segmentation of the digital attack surface, through our integrated Security Fabric Platform with automated protection, detection and responses.

Basis of Presentation and Preparation—The consolidated financial statements of Fortinet and its wholly owned subsidiaries (collectively, the “Company,” “we,” “us” or “our”) have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates—The preparation of consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Such management estimates include, but are not limited to, the standalone selling price for our products and services, the period of benefit for deferred contract costs for commissions, stock-based compensation, inventory valuation, the fair value of assets acquired and liabilities assumed in business combinations, the measurement of liabilities for uncertain tax positions and deferred tax assets and liabilities, the assessment of recoverability of our goodwill and other long-lived assets, the determination of sales returns reserves and contingent liabilities. We base our estimates on historical experience and also on assumptions that we believe are reasonable. Actual results could differ materially from those estimates.

Concentration Risk—Financial instruments that subject us to concentrations of credit risk consist primarily of cash, cash equivalents, short-term and long-term investments and accounts receivable. Our cash balances are maintained as deposits with various large financial institutions in the United States and around the world. Balances in the United States typically exceed the amount of insurance provided on such deposits. We maintain our cash equivalents and investments in money market funds, commercial paper and fixed income debt securities with major financial institutions that our management believes are financially sound.

Our accounts receivables are primarily derived from our distributor customers in various geographic locations. We perform ongoing credit evaluations of our customers. We generally do not require collateral on accounts receivable, and we maintain reserves for estimated potential credit losses. As of December 31, 2020 and 2019, Exclusive Networks Group (“Exclusive”) accounted for 34% and 36% of total net accounts receivable, respectively. As of December 31, 2020 and 2019, Ingram Micro Inc. (“Ingram Micro”) accounted for 11% and 10% of total net accounts receivable, respectively.

During 2020, Exclusive and Ingram Micro accounted for 30% and 10% of total revenue, respectively. During 2019, Exclusive and Ingram Micro accounted for 31% and 11% of total revenue, respectively. During 2018, Exclusive and Ingram Micro accounted for 30% and 10% of total revenue, respectively.

We rely on a small number of manufacturing partners, primarily in Taiwan, to manufacture our products, and some of the components of our products are available from limited or sole sources of supply. Each of our proprietary Application-Specific Integrated Circuits is built by contract manufacturers located in Japan.

Financial Instruments and Fair Value—We define fair value as the price that would be received from selling an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities which are required to be recorded at fair value, we consider the principal or most advantageous market in which to transact and the market-based risk. We apply fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. Due to their short-term nature, the carrying amounts reported in the consolidated financial statements approximate the fair value for cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities, and accrued payroll and compensation.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Comprehensive Income—Comprehensive income includes certain changes in equity from non-owner sources that are excluded from net income, specifically, unrealized gains and losses on available-for-sale investments and the related tax impact.

Foreign Currency and Transaction Gains and Losses—The functional currency of our foreign subsidiaries is the U.S. dollar. Accordingly, monetary assets and liabilities denominated in foreign currencies have been remeasured into U.S. dollars using the exchange rates in effect at the balance sheet dates. Foreign currency remeasurement losses of \$5.5 million, \$4.7 million and \$8.2 million, which are related to changes in foreign currency rates, are included in other expense—net for 2020, 2019, and 2018, respectively.

Cash, Cash Equivalents and Available-for-Sale Investments—We consider all highly liquid investments, purchased with original maturities of three months or less, to be cash equivalents. Cash and cash equivalents consist of balances with banks and highly liquid investments in money market funds, commercial paper, term deposits and corporate debt.

We hold investment grade securities consisting of money market funds, corporate debt securities, U.S. government securities, commercial paper, certificates of deposit and term deposits that our management believes are financially sound. We classify our investments as available-for-sale (“AFS”) at the time of purchase, since it is our intent that these investments are available for current operations. Investments with original maturities greater than three months with a remaining maturity less than one year from the consolidated balance sheet date are classified as short-term investments. Investments with remaining maturities greater than one year from the consolidated balance sheet date are classified as long-term investments.

Our AFS investments in debt securities are carried at estimated fair value with any unrealized gains and losses, net of taxes, included in accumulated other comprehensive income (loss) in consolidated statements of stockholders’ equity. AFS debt securities with an amortized cost basis in excess of estimated fair value are assessed to determine what amount of that difference, if any, is caused by expected credit losses. An investment is impaired if the fair value of the investment is less than its cost. If the fair value of an investment is less than its amortized cost basis at the balance sheet date and if we do not intend to sell the investment, we consider available evidence to assess whether it is more likely than not that we will be required to sell the investment before the recovery of its amortized cost basis. We consult with our investment managers and consider available quantitative and qualitative evidence in evaluating, among other factors, general market conditions, the duration and extent to which the fair value is less than cost, and our ability to hold the investment. Once an impairment is determined to be attributable to credit-related factors, allowance for credit losses (i.e., the credit loss component) on AFS debt securities is recognized as credit loss expense, a charge in other expense—net, on our consolidated statements of income, and any remaining unrealized losses (i.e., the non-credit loss component), net of taxes, are included in accumulated other comprehensive income (loss) on our consolidated statements of stockholders’ equity.

Prior to 2020, we followed the guidance in Accounting Standards Codification (“ASC”) 320 Investments—Debt and Equity Securities in determining whether unrealized losses were other than temporary. In June 2016, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2016-13—Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“Topic 326”). We adopted Topic 326 on January 1, 2020, and now consider whether unrealized losses have resulted from a credit loss or other factors. The unrealized losses on our AFS debt securities as of December 31, 2020 and December 31, 2019 were caused by fluctuations in market value and interest rates as a result of the market conditions. We concluded that an allowance for credit losses was unnecessary as of December 31, 2020 and that the impairments as of December 31, 2019 were not other than temporary because (i) the decline in market value was attributable to changes in market conditions and not credit quality, and (ii) we concluded that neither do we intend to sell nor is it more likely than not that we will be required to sell these investments prior to recovery of their amortized cost basis. As a result, we had no credit losses recorded for the year ended December 31, 2020, and there was no impairment charge for any unrealized losses in 2019 and 2018.

We determine realized gains or losses on sale of AFS debt securities using specific identification method to determine the cost basis of investments sold and record such gains or losses as other expense-net on the consolidated statements of income. We have elected to not record an allowance for credit losses for accrued interest for AFS investments in debt securities and will reverse the accrued interest against interest income in the period in which we determine the accrued interest to be uncollectible.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Accounts receivable—Trade accounts receivable are recorded at the invoiced amount. On January 1, 2020, we adopted Topic 326, which provides guidance on how to measure credit losses on financial instruments, including accounts receivable. Prior to our adoption of Topic 326, our accounts receivable balance was reduced by an allowance for doubtful accounts that we determined based on our assessment of the collectability of customer accounts. Under Topic 326, our accounts receivable balance is reduced by an allowance for expected credit losses. We measure expected credit losses of accounts receivable on a collective (pooled) basis, aggregating accounts receivable that are either current or no more than 60 days past due, and aggregating accounts receivable that are more than 60 days past due. We apply a credit-loss percentage to each of the pools that is based on our historical credit losses. We review whether each of our significant accounts receivable that is more than 60 days past due continues to exhibit similar risk characteristics with the other accounts receivable in the pool. If we determine that it does not, we evaluate it for expected credit losses on an individual basis.

We further consider collectability trends for the allowance for credit losses based on our assessment of various factors, including credit quality of our customers, current economic conditions, reasonable and supportable forecasts of future economic conditions, and other factors that may affect our ability to collect from our customers. The COVID-19 pandemic and the recent economic downturn prompted us to perform additional credit reviews of our existing customers, including obtaining recent credit reports and reviewing their latest available statements of financial position. In addition, we have seen an increase in requests for extended payment terms. After performing our additional reviews, we increased the allowance for credit losses for certain accounts receivable. Expected credit losses are recorded as general and administrative expenses on our consolidated statements of income. The allowance for credit losses was \$2.5 million as of December 31, 2020, and the allowance for doubtful accounts was \$1.2 million as of December 31, 2019. Provisions, write-offs and recoveries were not material during the year ended December 31, 2020.

Inventory—Inventory is recorded at the lower of cost or net realizable value. Cost is computed using the first-in, first-out method. In assessing the ultimate recoverability of inventory, we make estimates regarding future customer demand, the timing of new product introductions, economic trends and market conditions. If the actual product demand is significantly lower than forecasted, we could be required to record inventory write-downs which would be charged to cost of product revenue.

Property and Equipment—Property and equipment are stated at cost less accumulated depreciation. We do not depreciate the allocated cost of land. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

	<u>Estimated Useful Lives</u>
Building and building improvements	2 to 30 years
Computer equipment and software	1 to 7 years
Evaluation units	1 year
Furniture and fixtures	3 to 5 years
Leasehold improvements	Shorter of useful life or lease term

Other Investments—Other investments are investments in equity securities of privately held companies without readily determinable fair values and are included in other assets in the consolidated balance sheets. We elected to account for these equity investments using the measurement alternative, which is at cost, less any impairment, adjusted for changes in fair value resulting from observable price changes in orderly transactions for the identical or similar investments of the same issuer. For these non-quoted investments, we regularly review the assumptions underlying the operating performance and cash flow forecasts as well as current fundraising activities and valuations based on information provided by these privately held companies. If it is determined that a decline or increase in value exists in an investment without readily determinable fair value, we adjust the carrying value of the investment to its fair value and record the related impairment or increase in value as an investment loss or gain. The change in carrying value, if any, is recognized in other income (expense)—net on our consolidated statements of income. In addition, as of December 31, 2020, we also held equity investments with readily determinable fair values accounted for at fair value through net income, which were immaterial as of December 31, 2020.

Business Combinations—We include the results of operations of the businesses that we acquire as of the respective dates of acquisition. We allocate the fair value of the purchase price of our business acquisitions to the tangible and intangible assets acquired and liabilities assumed, based on their estimated fair values. The excess of the purchase price over the fair values of these identifiable assets and liabilities is recorded as goodwill. Our estimates and assumptions are subject to change

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

and we often continue to gather additional information throughout the measurement period, which is up to 12 months after the acquisition date, and if we make changes to the amounts recorded, such amounts are recorded in the period in which they are identified.

Impairment of Long-Lived Assets—We evaluate events and changes in circumstances that could indicate carrying amounts of long-lived assets, including intangible assets, may not be recoverable. When such events or changes in circumstances occur, we assess the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future undiscounted cash flows is less than the carrying amount of those assets, we record an impairment charge in the period in which we make the determination. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. There was no material impairment in 2020, 2019 and 2018.

Goodwill—Goodwill represents the excess of purchase consideration over the estimated fair value of net assets of businesses acquired in a business combination. Goodwill acquired in a business combination is not amortized, but instead tested for impairment at least annually during the fourth quarter, or sooner when circumstances indicate an impairment may exist. We perform a qualitative assessment in the fourth quarter of each year, or more frequently if indicators of potential impairment exist, to determine if any events or circumstances exist, such as an adverse change in business climate or a decline in the overall industry that would indicate that it would more likely than not reduce the fair value of a reporting unit below its carrying amount, including goodwill. Then we perform a quantitative impairment test by comparing the fair value of a reporting unit with its carrying amount. Any excess in the carrying value of a reporting unit's goodwill over its fair value is recognized as an impairment loss, limited to the total amount of goodwill allocated to that reporting unit.

We performed our annual goodwill impairment analysis and did not identify any impairment indicators as a result of the review. As of December 31, 2020, we had one reporting unit.

Other Intangible Assets—Intangible assets with finite lives are carried at cost, less accumulated amortization. Amortization is computed using the straight-line or accelerated method over the estimated economic lives of the assets, which range from three to five years.

Income Taxes—We record income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our financial statements or tax returns. In addition, deferred tax assets are recorded for the future benefit of utilizing net operating losses and research and development credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets and liabilities are expected to be realized or settled. Valuation allowances are provided when necessary to reduce deferred tax assets to the amount expected to be realized.

We recognize tax benefits from an uncertain tax position only if it is more likely than not, based on the technical merits of the position, that the tax position will be sustained on examination by the tax authorities. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Effective January 1, 2018, the 2017 Tax Cuts and Jobs Act (the "2017 Tax Act") reduced the federal corporate income tax rate from 35% to 21% and created a territorial tax system with a one-time transition tax on foreign earnings of U.S. subsidiaries not previously subject to U.S. income tax. Our selection of an accounting policy for 2018 with respect to the Global Intangible Low-Taxed Income ("GILTI") tax rules was to treat GILTI tax as a current period expense under the period cost method. For 2019 and 2020, we were not subject to GILTI. We will continue to monitor and assess the impact of the 2017 Tax Act and ongoing guidance and accounting interpretations issued in response to the 2017 Tax Act.

As part of the process of preparing our consolidated financial statements, we are required to estimate our taxes in each of the jurisdictions in which we operate. We estimate actual current tax exposure together with assessing temporary differences resulting from differing treatment of items, such as accruals and allowances not currently deductible for tax purposes. These differences result in deferred tax assets, which are included in our consolidated balance sheets. In general, deferred tax assets represent future tax benefits to be received when certain expenses previously recognized in our consolidated statements of income become deductible expenses under applicable income tax laws, or loss or credit carryforwards are utilized.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We continue to assess the need for a valuation allowance on the deferred tax assets by evaluating both positive and negative evidence that may exist. Any adjustment to the valuation allowance on deferred tax assets would be recorded in the consolidated statements of income for the period that the adjustment is determined to be required.

Stock-Based Compensation—The fair value of restricted stock units (“RSUs”) is based on the closing market price of our common stock on the date of grant. We have elected to use the Black-Scholes-Merton (“Black-Scholes”) pricing model to determine the fair value of our employee stock options and our equity incentive plans. Stock-based compensation expense is amortized on a straight-line basis over the service period. We account for forfeitures of all stock-based payment awards when they occur.

Leases—We rent certain facilities under operating lease agreements. On January 1, 2019, we adopted FASB Topic 842, Leases (“Topic 842”), which requires the recognition of right-of-use (“ROU”) assets and lease liabilities for operating leases on the consolidated balance sheet. Under Topic 842, we determine if an arrangement is a lease at inception. The ROU assets and the short and long-term lease liabilities from our operating leases are included in other assets, accrued liabilities and other liabilities in our consolidated balance sheets, respectively. The corresponding assets, the short and long-term lease liabilities from our finance leases are included in property and equipment, accrued liabilities and other liabilities in our consolidated balance sheets, respectively.

The ROU assets represent our right to use an underlying asset for the lease term. Lease liabilities represent our obligation to make lease payments under the lease. Operating lease ROU assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. The implicit rate within our operating leases is generally not determinable and therefore we use our incremental borrowing rate at the lease commencement date to determine the present value of lease payments. The determination of our incremental borrowing rate requires judgment. We determine our incremental borrowing rate for each lease using indicative bank borrowing rates, adjusted for various factors including level of collateralization, term and currency to align with the terms of a lease. The operating lease ROU asset also includes any lease prepayments, net of lease incentives. Certain leases include options to extend or terminate the lease. An option to extend the lease is considered in connection with determining the ROU asset and lease liability when it is reasonably certain we will exercise that option. An option to terminate is considered unless it is reasonably certain we will not exercise the option.

Lease expense for lease payments for our operating leases is recognized on a straight-line basis over the term of the lease. We begin recognizing rent expense on the date that a lessor makes an underlying asset that is subject to the lease available for our use. For our finance leases, we recognize amortization expense from the amortization of the corresponding assets and interest expense on the related lease liabilities.

Prior to 2019, leases were recognized under FASB Topic 840, Leases (“Topic 840”). Under Topic 840, related rent expense was recognized on a straight-line basis over the term of the lease. Rent holidays and scheduled rent increases were included in the determination of rent expense to be recorded over the lease term. Lease incentives were recognized as a reduction of rent expense on a straight-line basis over the term of the lease. Renewals were not assumed in the determination of the lease term unless they were deemed to be reasonably assured at the inception of the lease. We began recognizing rent expense on the date that we obtained the legal right to use and control the leased space.

Advertising Expense—Advertising costs are expensed when incurred and are included in operating expenses in the accompanying consolidated statements of income. Our advertising expenses were not significant for any periods presented.

Research and Development Costs—Research and development costs are expensed as incurred.

Software Development Costs—The costs to develop software that is marketed have not been capitalized as we believe our current software development process is essentially completed concurrently with the establishment of technological feasibility. Such costs are expensed as incurred and included in research and development in our consolidated statements of income.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The costs to obtain or develop software for internal use are capitalized based on qualifying criteria, which includes a determination of whether such costs are incurred during the application development stage. Such costs are amortized over the software's estimated useful life.

Deferred Contract Costs and Commission Expense—Sales commissions earned by our sales force are considered incremental and recoverable costs of obtaining a contract with a customer. We recognize sales commissions expenses related to product sales upfront while sales commissions expenses for service contracts are deferred as deferred contract costs in the consolidated balance sheets and amortized over the applicable amortization period. Commission costs for initial contracts that are not commensurate with renewal commissions are amortized on a straight-line basis over the period of benefit, which we have determined to be five years and which is typically longer than the initial contract term. The amortization of deferred contract costs is included in sales and marketing expense in our consolidated statements of income. Amortization of deferred contract costs during 2020, 2019 and 2018 was \$137.4 million, \$107.9 million and \$90.9 million, respectively. No impairment loss was recognized during 2020, 2019 and 2018.

Deferred Revenue—Deferred revenue consists of amounts that have been invoiced but that have not yet been recognized as revenue. Deferred revenue that will be recognized during the succeeding 12-month period is recorded as current deferred revenue and the remaining portion is recorded as non-current deferred revenue. The majority of deferred revenue is comprised of security subscription and technical support services which are invoiced upfront and delivered over 12 months or longer.

Revenue Recognition—Our revenue consists of product and service revenue. Revenues are recognized when control of these goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. We determine revenue recognition through the following steps:

- identification of a contract or contracts with a customer;
- identification of the performance obligations in a contract, including evaluation of performance obligations and evaluating the distinct goods or services in a contract;
- determination of a transaction price;
- allocation of a transaction price to the performance obligations in a contract; and
- recognition of revenue when, or as, we satisfy a performance obligation.

We derive a majority of product sales from our FortiGate hardware and virtual machine products which include a broad set of built-in security and networking features and functionalities, including firewall, next-generation firewall, secure web gateway, secure sockets layer (“SSL”) inspection, software-defined wide-area network, intrusion prevention, SSL data leak prevention, virtual private network, switch and wireless controller and wide area network edge.

We recognize product revenue upon shipment when control of the promised goods is transferred to the customer. Our term software licenses represent multiple performance obligations, which include software licenses and software support services where the term licenses are recognized upfront upon transfer of control, with the associated software support services recognized ratably over the contract term as services and software updates are provided.

Service revenue relates to sales of our FortiGuard security subscription, FortiCare technical support services and other services. Our typical subscription and contractual support term is one to three years, and to a lesser extent, five years. We generally recognize revenue from these services ratably over the support period because of continuous transfer of control to the customer. Revenue related to subsequent renewals of these services are recognized over the support term of the renewal agreement. We also generate a small portion of our revenue from other services consisting of professional services, training and software-as-a-service (“SaaS”) which is either hosted by us or provided through cloud-providers. We recognize revenue from professional and training services as the services are provided. We recognize revenue from SaaS as the subscription service is delivered over the term, which is typically one year, or on a monthly usage basis. To date, SaaS revenue has not represented a significant percentage of our total revenue.

Our sales contracts typically contain multiple deliverables, such as hardware, software license, security subscription, technical support services and other services, which are generally capable of being distinct and accounted for as separate performance obligations. Our hardware and software licenses have significant standalone functionalities and capabilities. Accordingly, the hardware and software licenses are distinct from the security subscription and technical support services, as a customer can benefit from the product without the services and the services are separately identifiable within a contract. We allocate a transaction price to each performance obligation based on relative standalone selling price. We establish standalone

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

selling price using the prices charged for a deliverable when sold separately. If not observable through past transactions, we determine standalone selling price by considering multiple historical factors including, but not limited to, cost of products, gross margin objectives, pricing practices, geographies and the term of a service contract. Revenue is reported net of sales tax.

In certain circumstances, our contracts include provisions for sales rebates and other customer incentive programs. Additionally, in limited circumstances, we may permit end-customers, distributors and resellers to return our products, subject to varying limitations, for a refund within a reasonably short period from the date of purchase. These amounts are accounted for as variable consideration that can decrease the transaction price. We estimate variable consideration using the expected-value method based on the most likely amounts to which we expect our customers to be entitled. We include estimated amounts in the transaction price to the extent that it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimate for refund liabilities, which include sales returns reserve and customer rebates, was \$43.0 million and \$27.6 million as of December 31, 2020 and 2019, respectively, and is included in current liabilities in our consolidated balance sheet.

We generally invoice at the time of our sale for the total price of the hardware, software licenses, security and technical support and other services. Standard payment terms are generally no more than 60 days, but we have accepted more requests for non-standard payment terms since the first quarter of 2021. We also invoice certain services on a monthly basis. Amounts billed and due from our customers are classified as receivables on the balance sheet and do not bear interest. Our deferred revenue primarily consists of amounts that have been invoiced but have not been recognized as revenue as of period end.

Shipping and handling fees charged to our customers are recognized as revenue in the period shipped and the related costs for providing these services are recorded in cost of revenue. Shipping and handling fees recognized were not significant during 2020, 2019 and 2018.

Warranties—We generally provide a one-year warranty on most hardware products and a 90-day warranty on software. We also provide extended warranties under the terms of our support agreements. A provision for estimated future costs related to warranty activities in the first year after product sale is recorded as a component of cost of product revenues when the product revenue is recognized, based upon historical product failure rates and historical costs incurred in correcting product failures. Warranty costs related to extended warranties sold under support agreements are recognized as cost of service revenue as incurred. In the event we change our warranty reserve estimates, the resulting charge against future cost of revenue or reversal of previously recorded charges may materially affect our gross margins and operating results. Accrued warranty was not significant as of December 31, 2020 and 2019.

Contingent Liabilities—From time to time, we are involved in disputes, litigation, and other legal actions. There are many uncertainties associated with any disputes, litigation and other legal actions, and these actions or other third-party claims against us may cause us to incur costly litigation fees, costs and substantial settlement charges, and possibly subject us to damages and other penalties, which are inherently difficult to estimate and could adversely affect our results of operations. In addition, the resolution of any IP litigation may require us to make royalty payments, which could adversely affect our gross margins in future periods. We review significant new claims and litigation for the probability of an adverse outcome. Estimates can change as individual claims develop. The actual liability in any such matters may be materially different from our estimates, which could result in the need to adjust our liability and record additional expenses, which may be material.

Recently Adopted Accounting Standards

Financial Instruments

In June 2016, the FASB issued ASU 2016-13—Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which provides guidance on how an entity should measure credit losses on financial instruments. The standard replaces the existing incurred loss model with an expected credit loss model for financial assets measured at amortized cost, including trade receivables, and requires that credit losses on available-for-sale debt securities be presented as an allowance rather than as a write-down. The new approach to estimating credit losses (referred to as the current expected credit losses model) generally accelerates recognition of credit losses. We adopted Topic 326 on January 1, 2020 using the modified retrospective method. The adoption of this standard did not have a material impact on our consolidated financial statements. We continue to monitor the financial implications of the COVID-19 pandemic on expected credit losses.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Cloud Computing

In August 2018, the FASB issued ASU 2018-15—Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract, which requires a customer in a cloud computing arrangement that is a service contract to follow the internal-use software guidance in ASC Topic 350, Intangibles—Goodwill and Other, to determine which implementation costs to capitalize as assets or expense as incurred. We adopted ASU 2018-15 on January 1, 2020. The adoption of this standard did not have a material impact on our consolidated financial statements.

Fair Value Measurements

In August 2018, the FASB issued ASU 2018-13—Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement, which eliminates, adds and modifies certain disclosure requirements for fair value measurements in ASC 820, Fair Value Measurement, as part of its disclosure framework project. We adopted ASU 2018-13 on January 1, 2020. The adoption of this standard did not have a material impact on our disclosures.

Recent Accounting Standards Not Yet Effective*Income Taxes*

In December 2019, the FASB issued ASU 2019-12—Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes. The amendments in ASU 2019-12 simplify the accounting for income taxes by removing certain exceptions to the general principles in Topic 740. The amendments also improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance. ASU 2019-12 is effective for us beginning on January 1, 2021. We do not expect that ASC 2019-12 will have a material impact on our consolidated financial statements.

2. IMMATERIAL CORRECTION OF PRIOR PERIOD FINANCIAL STATEMENTS

Subsequent to the issuance of our consolidated financial statements for the period ended December 31, 2019, we identified an immaterial error related to the commencement of revenue recognition for certain FortiCare support service contracts. Rather than commencing recognition upon end user registration, we should have commenced recognition when control had passed to the distributor, which we have determined is our customer. We assessed the effect of this correction, individually and in the aggregate, on prior periods’ financial statements in accordance with the SEC’s Staff Accounting Bulletin Nos. 99 and 108 and, based on an analysis of quantitative and qualitative factors, determined that the correction was not individually material to any of our prior interim or annual consolidated financial statements.

All financial information contained in the accompanying notes to these consolidated financial statements has been revised to reflect the correction of this error.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The corrections to our consolidated balance sheet as of December 31, 2019 were as follows (in millions):

	December 31, 2019		
	As Previously Reported	Corrections	As Corrected
ASSETS			
DEFERRED TAX ASSETS	\$ 232.6	\$ (6.3)	\$ 226.3
TOTAL ASSETS	3,885.5	(6.3)	3,879.2
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Deferred revenue	1,173.6	(17.8)	1,155.8
Total current liabilities	1,473.6	(17.8)	1,455.8
DEFERRED REVENUE	962.3	(9.0)	953.3
Total liabilities	2,563.6	(26.8)	2,536.8
STOCKHOLDERS' EQUITY:			
Retained earnings	140.3	20.5	160.8
Total stockholders' equity	1,321.9	20.5	1,342.4
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 3,885.5	\$ (6.3)	\$ 3,879.2

The corrections to our consolidated statements of income for the year ended December 31, 2019 and December 31, 2018 were as follows (in millions, except per share amounts):

	Year Ended December 31,					
	2019			2018		
	As Previously Reported	Corrections	As Corrected	As Previously Reported	Corrections	As Corrected
REVENUE:						
Service	\$ 1,367.7	\$ 6.8	\$ 1,374.5	\$ 1,126.8	\$ 3.4	\$ 1,130.2
Total revenue	2,156.2	6.8	2,163.0	1,801.2	3.4	1,804.6
GROSS PROFIT:						
Service	1,186.4	6.8	1,193.2	967.4	3.4	970.8
Total gross profit	1,650.3	6.8	1,657.1	1,350.8	3.4	1,354.2
OPERATING INCOME	344.2	6.8	351.0	231.0	3.4	234.4
INCOME BEFORE INCOME TAXES	379.2	6.8	386.0	250.9	3.4	254.3
PROVISION FOR INCOME TAXES	52.7	1.6	54.3	(81.3)	0.7	(80.6)
NET INCOME	\$ 326.5	\$ 5.2	\$ 331.7	\$ 332.2	\$ 2.7	\$ 334.9
Net income per share (Note 10):						
Basic	\$ 1.91	\$ 0.03	\$ 1.94	\$ 1.96	\$ 0.02	\$ 1.98
Diluted	\$ 1.87	\$ 0.03	\$ 1.90	\$ 1.91	\$ 0.01	\$ 1.92

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The corrections to our consolidated statements of cash flows for the year ended December 31, 2019 and December 31, 2018 were as follows (in millions):

	Year Ended December 31,					
	2019			2018		
	As Previously Reported	Corrections	As Corrected	As Previously Reported	Corrections	As Corrected
CASH FLOWS FROM OPERATING ACTIVITIES:						
Net income	\$ 326.5	\$ 5.2	\$ 331.7	\$ 332.2	\$ 2.7	\$ 334.9
Changes in operating assets and liabilities:						
Deferred tax assets	\$ 17.8	\$ 1.6	\$ 19.4	\$ (127.8)	\$ 0.7	\$ (127.1)
Deferred revenue	\$ 446.7	\$ (6.8)	\$ 439.9	\$ 352.1	\$ (3.4)	\$ 348.7

For all periods in which we corrected net income, we made corresponding corrections to net income and comprehensive income in our consolidated statements of comprehensive income and to net income, retained earnings (accumulated deficit) and total stockholders' equity in our consolidated statements of stockholders' equity.

3. REVENUE RECOGNITION

We sell cybersecurity solutions to a variety of organizations, such as enterprises, communication service providers, government organizations and small to medium-sized enterprises. Our revenue consists of product and service revenue. Product revenue is generated by our FortiGate network security products, our Fortinet Security Fabric platform products and other products. Service revenue relates to sales of our security subscription services, which mainly consist of our FortiGuard security solutions, as well as our FortiCare technical support services and other services.

Disaggregation of Revenue

The following table presents our revenue disaggregated by major product and service lines (in millions):

	Year Ended December 31,		
	2020	2019	2018
Product	\$ 916.4	\$ 788.5	\$ 674.4
Service:			
Security subscription	918.7	750.8	606.1
Technical support and other	759.3	623.7	524.1
Total service revenue	1,678.0	1,374.5	1,130.2
Total revenue	\$ 2,594.4	\$ 2,163.0	\$ 1,804.6

Deferred Revenue

Our deferred revenue consists of amounts that have been invoiced but have not been recognized as revenue as of period end. During 2020, we recognized \$1.15 billion in revenue that was included in the deferred revenue balance as of December 31, 2019. During 2019, we recognized \$935.0 million in revenue that was included in the deferred revenue balance as of December 31, 2018.

Transaction Price Allocated to the Remaining Performance Obligations

As of December 31, 2020, the aggregate amount of the transaction price allocated to remaining performance obligations was \$2.61 billion, which was substantially comprised of deferred security subscription and technical support services. We expect to recognize approximately \$1.39 billion as revenue over the next 12 months and the remainder thereafter.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

4. FINANCIAL INSTRUMENTS AND FAIR VALUE

The following tables summarize our investments (in millions):

	December 31, 2020			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Corporate debt securities	\$ 410.5	\$ 1.0	\$ —	\$ 411.5
Commercial paper	185.4	—	—	185.4
U.S. government securities	184.9	—	—	184.9
Certificates of deposit and term deposits ⁽¹⁾	112.0	—	—	112.0
Total available-for-sale securities	<u>\$ 892.8</u>	<u>\$ 1.0</u>	<u>\$ —</u>	<u>\$ 893.8</u>

	December 31, 2019			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Corporate debt securities	\$ 576.1	\$ 1.0	\$ (0.1)	\$ 577.0
Commercial paper	148.7	0.1	—	148.8
U.S. government securities	195.0	0.2	—	195.2
Certificates of deposit and term deposits ⁽¹⁾	66.4	—	—	66.4
Total available-for-sale securities	<u>\$ 986.2</u>	<u>\$ 1.3</u>	<u>\$ (0.1)</u>	<u>\$ 987.4</u>

⁽¹⁾ The majority of our certificates of deposit and term deposits are foreign deposits.

The following tables show the gross unrealized losses and the related fair values of our investments that have been in a continuous unrealized loss position (in millions):

	December 31, 2020					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Corporate debt securities	\$ 111.3	\$ —	\$ —	\$ —	\$ 111.3	\$ —
Commercial paper	61.5	—	—	—	61.5	—
U.S. government securities	38.1	—	—	—	38.1	—
Certificates of deposit and term deposits	29.5	—	—	—	29.5	—
Total available-for-sale securities	<u>\$ 240.4</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 240.4</u>	<u>\$ —</u>

	December 31, 2019					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Corporate debt securities	\$ 117.3	\$ (0.1)	\$ 16.1	\$ —	\$ 133.4	\$ (0.1)
Commercial paper	26.0	—	—	—	26.0	—
U.S. government securities	47.1	—	—	—	47.1	—
Certificates of deposit and term deposits	13.0	—	—	—	13.0	—
Total available-for-sale securities	<u>\$ 203.4</u>	<u>\$ (0.1)</u>	<u>\$ 16.1</u>	<u>\$ —</u>	<u>\$ 219.5</u>	<u>\$ (0.1)</u>

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The contractual maturities of our investments were as follows (in millions):

	December 31, 2020	December 31, 2019
Due within one year	\$ 775.5	\$ 843.1
Due within one to three years	118.3	144.3
Total	\$ 893.8	\$ 987.4

Available-for-sale securities are reported at fair value, with unrealized gains and losses and the related tax impact included as a separate component of stockholders' equity and in comprehensive income. Accrued interest of \$2.8 million as of December 31, 2020 was excluded from both the fair value and the amortized cost of our available-for-sale securities and was recorded in prepaid expenses and other current assets in our consolidated balance sheet.

Realized gains and losses on available-for-sale securities were insignificant in the periods presented.

Fair Value Accounting—We apply the following fair value hierarchy for disclosure of the inputs used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows:

Level 1—Inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2—Inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments.

Level 3—Unobservable inputs based on our own assumptions used to measure assets and liabilities at fair value. The inputs require significant management judgment or estimation.

We measure the fair value of money market funds and certain U.S. government securities using quoted prices in active markets for identical assets. The fair value of all other financial instruments was based on quoted prices for similar assets in active markets, or model-driven valuations using significant inputs derived from or corroborated by observable market data.

We classify investments within Level 1 if quoted prices are available in active markets for identical securities.

We classify items within Level 2 if the investments are valued using model-driven valuations using observable inputs such as quoted market prices, benchmark yields, reported trades, broker/dealer quotes or alternative pricing sources with reasonable levels of price transparency. Investments are held by custodians who obtain investment prices from a third-party pricing provider that incorporates standard inputs in various asset price models.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Fair Value of Financial Instruments
Assets Measured at Fair Value on a Recurring Basis

The following tables present the fair value of our financial assets measured at fair value on a recurring basis (in millions):

	December 31, 2020				December 31, 2019			
	Aggregate Fair Value	Quoted Prices in Active Markets For Identical Assets	Significant Other Observable Remaining Inputs	Significant Other Unobservable Remaining Inputs	Aggregate Fair Value	Quoted Prices in Active Markets For Identical Assets	Significant Other Observable Remaining Inputs	Significant Other Unobservable Remaining Inputs
		(Level 1)	(Level 2)	(Level 3)		(Level 1)	(Level 2)	(Level 3)
Assets:								
Corporate debt securities	\$ 413.7	\$ —	\$ 413.7	\$ —	\$ 577.0	\$ —	\$ 577.0	\$ —
Commercial paper	197.2	—	197.2	—	165.8	—	165.8	—
U.S. government securities	184.9	184.9	—	—	195.2	195.2	—	—
Certificates of deposit and term deposits	112.0	—	112.0	—	66.4	—	66.4	—
Money market funds	152.7	152.7	—	—	15.0	15.0	—	—
Total	<u>\$ 1,060.5</u>	<u>\$ 337.6</u>	<u>\$ 722.9</u>	<u>\$ —</u>	<u>\$ 1,019.4</u>	<u>\$ 210.2</u>	<u>\$ 809.2</u>	<u>\$ —</u>
Reported as:								
Cash equivalents	\$ 166.7				\$ 32.0			
Short-term investments	775.5				843.1			
Long-term investments	118.3				144.3			
Total	<u>\$ 1,060.5</u>				<u>\$ 1,019.4</u>			

There were no transfers between Level 1 and Level 2 of the fair value hierarchy during the year ended December 31, 2020 and December 31, 2019.

5. INVENTORY

Inventory consisted of the following (in millions):

	December 31, 2020	December 31, 2019
Raw materials	\$ 13.8	\$ 9.7
Finished goods	126.0	108.2
Inventory	<u>\$ 139.8</u>	<u>\$ 117.9</u>

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

6. PROPERTY AND EQUIPMENT—Net

Property and equipment—net consisted of the following (in millions):

	December 31, 2020	December 31, 2019
Land	\$ 93.3	\$ 93.3
Building and building improvements	150.6	147.4
Computer equipment and software	137.2	116.7
Leasehold improvements	31.9	25.5
Evaluation units	19.8	19.9
Furniture and fixtures	21.3	17.3
Construction-in-progress	166.4	61.2
Total property and equipment	620.5	481.3
Less: accumulated depreciation	(172.5)	(137.0)
Property and equipment—net	<u>\$ 448.0</u>	<u>\$ 344.3</u>

Construction-in-progress consists primarily of costs incurred in connection with the construction of a second building at our headquarters campus.

Depreciation expense was \$55.5 million, \$50.7 million and \$46.7 million in 2020, 2019 and 2018, respectively.

7. INVESTMENTS IN PRIVATELY HELD COMPANIES

Our investments in the equity securities of privately held companies without readily determinable fair values totaled \$1.0 million and \$5.3 million as of December 31, 2020 and 2019, respectively. These investments are accounted for at cost, adjusted for changes in observable prices minus impairment. These investments are recorded as other assets in our consolidated balance sheets and would be measured at fair value if indicators of an increase in value or impairment existed. In the first quarter of 2020 and in the third quarter of 2019, we recognized non-cash impairment charges of \$4.3 million and \$3.8 million in other expense—net in our consolidated statements of income, respectively. Cumulative impairment adjustments to all equity securities without readily determinable fair values totaled \$8.1 million since their respective acquisitions. During the third quarter of 2018, we sold equity securities of a privately held company for \$5.2 million and recognized a gain of \$2.2 million to other expense—net in our consolidated statements of income. As of December 31, 2020, no other events have occurred that would affect the carrying value of these investments.

8. BUSINESS COMBINATIONS**2020 Acquisitions*****Panopta Holdings LLC***

On December 9, 2020, we acquired all outstanding shares of Panopta Holdings LLC (“Panopta”), a privately held SaaS platform innovator that provides visibility, automated management and alerting, and remediation for enterprise networks and infrastructure.

Under the acquisition method of accounting in accordance with ASC 805, the total preliminary purchase price was allocated to Panopta’s identifiable tangible and intangible assets acquired and liabilities assumed based on their estimated fair values using management’s best estimates and assumptions to assign fair value as of the acquisition date. The preliminary purchase price for Panopta was \$31.9 million in cash, of which \$24.8 million was allocated to goodwill and \$9.0 million was allocated to identifiable intangible assets, the majority of which was developed technology, offset by \$1.9 million of net liabilities assumed, which predominantly included cash and accounts payable. Goodwill recorded in connection with this acquisition represents the value we expect to be created through expansion into markets within our existing business, and potential cost savings and synergies, and \$16.9 million of goodwill is expected to be deductible for tax purposes.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The allocation of the purchase price for this acquisition has been prepared on a preliminary basis and changes to the allocation of certain assets and liabilities may occur as additional information becomes available. The primary areas of the purchase price that are not yet finalized are related to income taxes and the valuation of acquired assets and assumed liabilities.

OPAQ Networks, Inc.

On July 20, 2020, we acquired all outstanding shares of OPAQ Networks, Inc. (“OPAQ”), a privately held Secure Access Service Edge cloud provider.

Under the acquisition method of accounting in accordance with ASC 805, the total preliminary purchase price was allocated to OPAQ’s identifiable tangible and intangible assets acquired and liabilities assumed based on their estimated fair values using management’s best estimates and assumptions to assign fair value as of the acquisition date. The preliminary purchase price for OPAQ was \$8.0 million in cash, of which \$1.0 million was allocated to goodwill, \$4.7 million was allocated to identifiable intangible assets, the majority of which was developed technology, and \$2.3 million was allocated to other net assets acquired, which predominantly included cash, deferred tax assets, operating lease right-of-use assets and lease liabilities, accounts payable, accrued liabilities and assumed debt. The preliminary purchase price included a \$1.3 million indemnity fund held in escrow for 12 months after the transaction closing date. Goodwill recorded in connection with this acquisition represents the value we expect to be created through expansion into markets within our existing business, and potential cost savings and synergies, and goodwill is non-deductible for tax purposes.

The allocation of the purchase price for this acquisition has been prepared on a preliminary basis and changes to the allocation of certain assets and liabilities may occur as additional information becomes available. The primary areas of the purchase price that are not yet finalized are related to income taxes and the valuation of acquired assets and assumed liabilities.

2019 Acquisitions

CyberSponse, Inc.

On December 12, 2019, we acquired all outstanding shares of CyberSponse, Inc. (“CyberSponse”), a provider of security orchestration, automation and response products and services. The purchase price for CyberSponse was \$26.1 million, of which \$18.6 million was allocated to goodwill that was non-deductible for tax purposes and \$9.1 million was allocated to identifiable intangible assets, the majority of which was developed technology, offset by \$1.6 million of net liabilities assumed. We incurred a \$4.1 million liability in connection with this business combination, the majority of which related to the settlement of CyberSponse’s equity awards in cash, which we included in accrued liabilities in our consolidated balance sheet as of December 31, 2019, and paid during the year ended December 31, 2020. The purchase price included \$3.0 million of this liability and the remaining \$1.1 million was recognized as compensation cost in the consolidated statements of income for the year ended December 31, 2019. The purchase price also included \$3.8 million held in indemnity escrow, of which \$2.8 million was held for 12 months and released to CyberSponse shareholders during the year ended December 31, 2020, and the remaining \$1.0 million will be held for 36 months after the transaction closing date.

enSilo Limited

On October 28, 2019, we acquired all outstanding shares of enSilo Limited (“enSilo”), a provider of endpoint detection and response products and services. The purchase price for enSilo was \$15.8 million, of which \$10.4 million was allocated to goodwill, \$10.8 million was allocated to identifiable intangible assets, the majority of which was developed technology, offset by \$5.4 million of net liabilities assumed. The purchase price included \$2.0 million held in indemnity escrow for 12 months after the transaction closing date, of which \$1.7 million was received by Fortinet and the remainder was released to enSilo shareholders during the year ended December 31, 2020.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

2018 Acquisitions***ZoneFox Holdings Limited***

On October 22, 2018, we acquired all outstanding shares of ZoneFox Holdings Limited (“ZoneFox”), a privately held cloud-based company providing insider threat detection and response. The purchase price for ZoneFox was \$16.1 million, of which \$12.5 million was allocated to goodwill that was non-deductible for tax purposes and \$6.8 million was allocated to identifiable intangible assets, the majority of which was developed technology, offset by \$3.2 million of net liabilities assumed. The acquisition included a \$2.0 million cash earn-out that was subject in full to satisfaction of certain performance conditions. The performance conditions were not met and the cash earn-out was not paid.

Bradford Networks, Inc.

On June 4, 2018, we acquired all outstanding shares of Bradford Networks, Inc. (“Bradford”), a provider of network access control security products and services. The purchase price for Bradford was \$6.8 million, of which \$11.1 million was allocated to goodwill that was non-deductible for tax purposes and \$8.0 million was allocated to identifiable intangible assets, the majority of which was developed technology, offset by \$12.3 million of net liabilities assumed. The acquisition included a \$2.0 million cash earn-out that was subject in full to satisfaction of certain performance conditions. The performance conditions were not met and the cash earn-out was not paid.

Additional Acquisition-Related Information

The operating results of the acquired companies are included in our consolidated statements of income from the respective dates of acquisition. Acquisition-related costs related to each acquisition were not material. Pro forma information has not been presented as the impact of these acquisitions, individually and in the aggregate, in each year were not material to our consolidated financial statements.

9. GOODWILL AND OTHER INTANGIBLE ASSETS—Net***Goodwill***

The following table presents the changes in the carrying amount of goodwill (in millions):

	Amount
Balance—December 31, 2019	\$ 67.2
Additions due to business combinations	25.8
Balance—December 31, 2020	<u>\$ 93.0</u>

There were no impairments to goodwill during 2020, 2019, and 2018, or any previous years.

Other Intangible Assets—Net

The following tables present other intangible assets—net (in millions, except years):

	December 31, 2020			
	Weighted-Average Useful Life (in Years)	Gross	Accumulated Amortization	Net
Other intangible assets—net:				
Finite-lived intangible assets:				
Developed technologies	4.0	\$ 59.3	\$ 32.3	\$ 27.0
Customer relationships	4.0	24.8	20.2	4.6
Total other intangible assets—net		<u>\$ 84.1</u>	<u>\$ 52.5</u>	<u>\$ 31.6</u>

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	December 31, 2019			
	Weighted-Average Useful Life (in Years)	Gross	Accumulated Amortization	Net
Other intangible assets—net:				
Finite-lived intangible assets:				
Developed technologies	4.0	\$ 50.2	\$ 24.6	\$ 25.6
Customer relationships	4.1	21.6	16.1	5.5
Total other intangible assets—net		<u>\$ 71.8</u>	<u>\$ 40.7</u>	<u>\$ 31.1</u>

Amortization expense of finite-lived intangible assets was \$13.3 million, \$10.9 million and \$9.0 million in 2020, 2019, and 2018, respectively. The following table summarizes estimated future amortization expense of finite-lived intangible assets (in millions):

Year Ending December 31,	Amount
2021	\$ 13.1
2022	9.7
2023	6.6
2024	2.2
Total	<u>\$ 31.6</u>

10. NET INCOME PER SHARE

Basic net income per share is computed by dividing net income by the weighted-average number of shares of common stock outstanding during the period. Diluted net income per share is computed by dividing net income by the weighted-average number of shares of common stock outstanding during the period, plus the dilutive effects of restricted stock units (“RSUs”), stock options and our Employee Stock Purchase Plan (“ESPP”), which was terminated in February 2019 at the completion of the prior offering period. Dilutive shares of common stock are determined by applying the treasury stock method.

A reconciliation of the numerator and denominator used in the calculation of basic and diluted net income per share is as follows (in millions, except per share amounts):

	Year Ended December 31,		
	2020	2019	2018
Numerator:			
Net income	\$ 488.5	\$ 331.7	\$ 334.9
Denominator:			
Basic shares:			
Weighted-average common stock outstanding-basic	164.2	171.0	169.1
Diluted shares:			
Weighted-average common stock outstanding-basic	164.2	171.0	169.1
Effect of potentially dilutive securities:			
RSUs	2.3	2.8	3.6
Stock options	1.2	1.2	1.4
ESPP	—	—	0.1
Weighted-average shares used to compute diluted net income per share	<u>167.7</u>	<u>175.0</u>	<u>174.2</u>
Net income per share:			
Basic	\$ 2.98	\$ 1.94	\$ 1.98
Diluted	<u>\$ 2.91</u>	<u>\$ 1.90</u>	<u>\$ 1.92</u>

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following weighted-average shares of common stock were excluded from the computation of diluted net income per share for the periods presented, as their effect would have been antidilutive (in millions):

	Year Ended December 31,		
	2020	2019	2018
RSUs	0.3	0.3	0.5
Stock options	0.5	0.6	0.3
ESPP	—	—	0.1
Total	<u>0.8</u>	<u>0.9</u>	<u>0.9</u>

11. LEASES

We have operating leases for offices, research and development facilities and data centers. Our leases have remaining terms that range from less than one year to approximately seven years, some of which include one or more options to renew, with renewal terms of up to six years. Unless and until we are reasonably certain we will exercise these renewal options, we do not include renewal options in our lease terms for calculating our lease liability, as the renewal options allow us to maintain operational flexibility.

During the year ended December 31, 2019, we entered into a finance lease with \$3.6 million lease liabilities arising from obtaining right-of-use assets with a lease term of approximately two years. Our remaining finance leases were not material to our consolidated financial statements. The related assumptions and further disclosures for finance leases are not material.

The components of lease expense were as follows (in millions):

	Year Ended December 31,	
	2020	2019
Operating lease expense	\$ 18.5	\$ 15.3
Variable lease expense ⁽¹⁾	2.3	2.6
Short-term lease expense	3.8	3.2
Total lease expense	<u>\$ 24.6</u>	<u>\$ 21.1</u>

⁽¹⁾ Variable lease expense for the year ended December 31, 2020 and December 31, 2019 predominantly included common area maintenance charges and parking expense.

Rent expense was \$17.1 million for 2018. Rent expense was recognized in accordance with Topic 840 using the straight-line method over the term of a lease.

Supplemental balance sheet information related to our operating leases was as follows (in millions, except lease term and discount rate):

	Classification	December 31, 2020	December 31, 2019
Operating lease ROU assets – non-current	Other assets	<u>\$ 49.3</u>	<u>\$ 44.3</u>
Operating lease liabilities – current	Accrued liabilities	\$ 19.1	\$ 15.5
Operating lease liabilities – non-current	Other liabilities	34.0	30.6
Total operating lease liabilities		<u>\$ 53.1</u>	<u>\$ 46.1</u>
Weighted average remaining lease term in years – operating leases		3.5	3.7
Weighted average discount rate – operating leases		3.2 %	2.8 %

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Supplemental cash flow information related to leases was as follows (in millions):

	Year Ended December 31,	
	2020	2019
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows used for operating leases	\$ 18.9	\$ 16.2

Maturities of operating lease liabilities as of December 31, 2020 were as follows (in millions):

Year Ending December 31,	Amount
2021	\$ 20.3
2022	15.2
2023	9.6
2024	6.3
2025	3.3
Thereafter	1.4
Total lease payments	\$ 56.1
Less imputed interest	(3.0)
Total	\$ 53.1

As of December 31, 2020, we had additional minimum lease payments of \$4.7 million relating to the operating leases, primarily for colocation space, that had been signed but had not yet commenced. These leases will commence during 2021 and will have lease terms of approximately three to four years.

12. MUTUAL COVENANT-NOT-TO-SUE AND RELEASE AGREEMENT

In January 2020, we entered into an agreement with a competitor in the network security industry whereby, in February 2020, the competitor party paid us a lump sum of \$50.0 million for a seven-year mutual covenant-not-to-sue for patent claims. Pursuant to this agreement, at the end of this first seven-year period, either party may extend the agreement for an additional seven-year mutual covenant-not-to-sue in return for this competitor paying us an additional \$50.0 million. This agreement arose after expiration of previous agreements between the parties whereby the competitor had paid us sums for a limited term license to certain of our intellectual property (“IP”) and a limited term mutual covenant-not-to-sue.

We concluded that the agreement was a 14-year contract with a total transaction price of \$100.0 million, and that it contained two material distinct performance obligations: (1) the right to use our existing patents, and (2) the right to use any patents that we develop over the term of the contract. We allocated \$36.0 million to the functional patents, which was recognized upon commencement of the contract; the remaining \$64.0 million, representing the right to utilize future patents, will be recognized over the contract term. We further concluded that our existing patents represent functional IP that should be recognized upon granting our competitor access. We also concluded that the right to receive additional functional IP that we will develop in the future represents a stand ready obligation. Therefore, the transaction price allocated to this obligation is recognized ratably over the 14-year contract term. We estimated the stand-alone selling price of each distinct performance obligation and allocated the \$100.0 million transaction price.

During the year ended December 31, 2020, we recorded a \$40.2 million gain on IP matter in our consolidated statements of income. We recorded \$9.8 million in accrued liabilities and other liabilities in our consolidated balance sheet as of December 31, 2020.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

13. COMMITMENTS AND CONTINGENCIES

The following table summarizes our inventory purchase commitments as of December 31, 2020 (in millions):

	Total	2021	Thereafter
Inventory purchase commitments	\$ 259.4	\$ 259.4	\$ —

Inventory Purchase Commitments—Our independent contract manufacturers procure components and build our products based on our forecasts. These forecasts are based on estimates of future demand for our products, which are in turn based on historical trends and an analysis from our sales and marketing organizations, adjusted for overall market conditions. In order to reduce manufacturing lead times and plan for adequate component supply, we may issue purchase orders to some of our independent contract manufacturers which may not be cancelable. As of December 31, 2020 and 2019, we had \$259.4 million and \$231.9 million, respectively, of open purchase orders with our independent contract manufacturers that may not be cancelable.

Other Contractual Commitments and Open Purchase Orders—In addition to commitments with contract manufacturers, we have open purchase orders and contractual obligations in the ordinary course of business for which we have not received goods or services. As of December 31, 2020 and 2019, we had \$28.9 million and \$12.8 million, respectively, in other contractual commitments having a remaining term in excess of one year that may not be cancelable.

Litigation—We are involved in disputes, litigation, and other legal actions. For lawsuits where we are the defendant, we are in the process of defending these litigation matters, and while there can be no assurances and the outcome of certain of these matters is currently not determinable and not predictable, we currently are unaware of any existing claims or proceedings that we believe are likely to have a material adverse effect on our financial position. There are many uncertainties associated with any litigation and these actions or other third-party claims against us may cause us to incur costly litigation fees, costs and substantial settlement charges, and possibly subject us to damages and other penalties. In addition, the resolution of any IP litigation may require us to make royalty payments, which could adversely affect our gross margins in future periods. If any of those events were to occur, our business, financial condition, results of operations, and cash flows could be adversely affected. Litigation is unpredictable and the actual liability in any such matters may be materially different from our current estimates, which could result in the need to adjust any accrued liability and record additional expenses. We accrue for contingencies when we believe that a loss is probable and that we can reasonably estimate the amount of any such loss. Litigation loss contingency accruals were not material as of December 31, 2020 and 2019.

Indemnification and Other Matters—Under the indemnification provisions of our standard sales contracts, we agree to defend our customers against third-party claims asserting various allegations such as product defects and infringement of certain IP rights, which may include patents, copyrights, trademarks or trade secrets, and to pay judgments entered on such claims. In some contracts, our exposure under these indemnification provisions is limited by the terms of the contracts to certain defined limits, such as the total amount paid by our customer under the agreement. However, certain agreements include covenants, penalties and indemnification provisions including and beyond indemnification for third-party claims of IP infringement that could potentially expose us to losses in excess of the amount received under the agreement, and in some instances to potential liability that is not contractually limited. Although from time to time there are indemnification claims asserted against us and currently there are pending indemnification claims, to date there have been no material awards under such indemnification provisions.

Similar to other security companies and companies in other industries, we have in the past experienced, and we may in the future experience, cybersecurity threats, malicious activity directed against our information technology infrastructure or unauthorized attempts to gain access to our and our customers' sensitive information and systems. We currently are unaware of any existing claims or proceedings related to these types of matters, including any that we believe are likely to have a material adverse effect on our financial position.

14. STOCKHOLDERS' EQUITY

Stock-Based Compensation Plans

We have one primary stock incentive plan, the 2009 Equity Incentive Plan, under which we have granted RSUs and stock options. We also previously had an ESPP for eligible employees, which was terminated in February 2019.

2009 Equity Incentive Plan—Our board of directors approved the 2009 Equity Incentive Plan in 2009. On June 21, 2019, our stockholders approved the Amended and Restated Fortinet, Inc. 2009 Equity Incentive Plan (the “2009 Plan”). Among other things, the 2009 Plan provided for a net decrease in the number of shares of common stock that were authorized and available for issuance pursuant to future awards granted on or following the effective date of the 2009 Plan. On June 28, 2019, we deregistered from various registration statements on Form S-8 an aggregate of 46.2 million shares of common stock that were originally registered for issuance under the 2009 Plan.

The maximum aggregate number of shares that may be issued under the 2009 Plan is 47,873,531 shares; provided, however, that only 13,500,000 shares may be issued or transferred pursuant to new awards granted on or following the effective date of the 2009 Plan. We may grant awards to employees, directors and other service providers. In the case of an incentive stock option granted to an employee who, at the time of the grant, owns stock representing more than 10% of the voting power of all classes of stock, the exercise price shall be no less than 110% of the fair market value per share on the date of grant and expire no more than five years from the date of grant, and options granted to any other employee, the per share exercise price shall be no less than 100% of the closing stock price on the date of grant. In the case of a non-statutory stock option and options granted to other service providers, the per share exercise price shall be no less than 100% of the fair market value per share on the date of grant. Options granted to individuals owning less than 10% of the total combined voting power of all classes of stock generally have a contractual term of no more than ten years and options generally vest over four years.

As of December 31, 2020, there were a total of 12.3 million shares of common stock available for grant under the 2009 Plan.

2011 Employee Stock Purchase Plan—In June 2011, our stockholders approved the ESPP. The ESPP permitted eligible employees to purchase common stock through regular, systematic payroll deductions, up to a maximum of 15% of employees' compensation for each purchase period at purchase prices equal to 85% of the lesser of the fair market value of our common stock at the first trading date of the applicable offering period or the purchase date, subject to purchase limits of 4,000 shares for each purchase period or \$25,000 worth of stock for each calendar year. Our board of directors voluntarily determined to terminate the ESPP, effective February 2019 at the completion of the prior offering period.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Restricted Stock Units

The following table summarizes the activity and related information for RSUs for the periods presented below (in millions, except per share amounts):

	Restricted Stock Units Outstanding	
	Number of Shares	Weighted-Average Grant Date Fair Value per Share
Balance—December 31, 2017	8.5	\$ 34.79
Granted	4.1	57.37
Forfeited	(0.9)	39.29
Vested	(3.9)	34.67
Balance—December 31, 2018	7.8	46.07
Granted	2.7	87.09
Forfeited	(0.7)	55.13
Vested	(3.7)	43.31
Balance—December 31, 2019	6.1	64.56
Granted	1.9	121.16
Forfeited	(0.4)	79.83
Vested	(2.9)	58.20
Balance—December 31, 2020	4.7	\$ 90.46

Stock compensation expense is recognized on a straight-line basis over the vesting period of each RSU. As of December 31, 2020, total compensation expense related to unvested RSUs granted to employees and non-employees under the 2009 Plan, but not yet recognized, was \$360.5 million, with a weighted-average remaining vesting period of 2.6 years.

RSUs settle into shares of common stock upon vesting. Upon the vesting of the RSUs, we net-settle the RSUs and withhold a portion of the shares to satisfy employee withholding tax requirements. The payment of the withheld taxes to the tax authorities is reflected as a financing activity within the consolidated statements of cash flows.

The following summarizes the number and value of the shares withheld for employee taxes (in millions):

	Year Ended December 31,		
	2020	2019	2018
Shares withheld for taxes	0.9	1.1	1.2
Amount withheld for taxes	\$ 108.2	\$ 96.0	\$ 67.2

Employee Stock Options

In determining the fair value of our employee stock options, we use the Black-Scholes model, which employs the following assumptions.

Expected Term—The expected term represents the period that our stock-based awards are expected to be outstanding. We believe that we have sufficient historical experience for determining the expected term of the stock option award, and therefore, we calculated our expected term based on historical experience instead of using the simplified method.

Expected Volatility—The expected volatility of our common stock is based on our weighted-average implied and historical volatility.

Fair Value of Common Stock—The fair value of our common stock is the closing sales price of the common stock effective on the date of grant.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Risk-Free Interest Rate—We base the risk-free interest rate on the implied yield available on U.S. Treasury zero-coupon issues with an equivalent remaining term.

Expected Dividend—The expected dividend weighted-average assumption is zero.

The following table summarizes the weighted-average assumptions relating to our employee stock options:

	Year Ended December 31,		
	2020	2019	2018
Expected term in years	4.4	4.4	4.4
Volatility	34.8 %	34.3 %	31.8 %
Risk-free interest rate	1.1 %	2.4 %	2.7 %
Dividend rate	— %	— %	— %

The following table summarizes the stock option activity and related information for the periods presented below (in millions, except exercise prices and contractual life):

	Options Outstanding			
	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Balance—December 31, 2017	4.3	\$ 27.50	3.2	\$ 70.9
Granted	0.8	52.09		
Forfeited	(0.2)	32.24		
Exercised	(1.9)	24.96		
Balance—December 31, 2018	3.0	35.53	4.0	105.6
Granted	0.7	85.02		
Forfeited	(0.1)	62.93		
Exercised	(0.9)	30.21		
Balance—December 31, 2019	2.7	50.37	4.5	150.3
Granted	0.6	118.80		
Forfeited	(0.1)	91.52		
Exercised	(0.5)	41.49		
Balance—December 31, 2020	2.7	\$ 67.53		
Options vested and expected to vest—December 31, 2020	2.7	\$ 67.53	4.2	\$ 220.4
Options exercisable—December 31, 2020	1.5	\$ 44.58	3.2	\$ 155.9

The aggregate intrinsic value represents the difference between the exercise price of stock options and the quoted market price of our common stock on December 31, 2020 for all in-the-money stock options. Stock compensation expense is recognized on a straight-line basis over the vesting period of each stock option. As of December 31, 2020, total compensation expense related to unvested stock options granted to employees but not yet recognized was \$31.3 million, with a weighted-average remaining vesting period of 2.6 years.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Additional information related to our stock options is summarized below (in millions, except per share amounts):

	Year Ended December 31,		
	2020	2019	2018
Weighted-average fair value per share granted	\$ 35.79	\$ 27.19	\$ 16.03
Intrinsic value of options exercised	\$ 43.5	\$ 54.6	\$ 62.2
Fair value of options vested	\$ 13.5	\$ 10.1	\$ 7.2

The following table summarizes information about outstanding and exercisable stock options as of December 31, 2020, as follows (in millions, except exercise prices and contractual life):

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
\$20.76-\$24.51	0.4	1.9	\$ 23.65	0.4	\$ 23.65
\$26.49-\$39.49	0.4	2.8	35.98	0.4	35.90
\$48.83-\$72.75	0.6	3.9	50.25	0.4	49.84
\$76.22-\$145.62	1.3	5.7	101.91	0.3	85.51
	<u>2.7</u>			<u>1.5</u>	

Employee Stock Purchase Plan

There were no grants under the ESPP during the year ended December 31, 2020 and December 31, 2019. In determining the grant date fair value of the ESPP, we used the Black-Scholes option pricing model. The following table summarizes the assumptions used and the resulting grant-date fair values of our ESPP:

	Year Ended December 31,
	2018
Expected term in years	0.5
Volatility	28.9 %
Risk-free interest rate	2.0 %
Dividend rate	— %
Weighted-average fair value per share granted	\$ 14.14

Additional information related to the ESPP is provided below (in millions, except per share amounts):

	Year Ended December 31,	
	2019	2018
Shares issued under the ESPP	0.3	1.1
Weighted-average price per share issued	\$ 64.79	\$ 35.32

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Shares Reserved for Future Issuances

The following table presents the common stock reserved for future issuance (in millions):

	December 31, 2020
Reserved for future equity award grants	12.3
Outstanding stock options and RSUs	7.4
Total common stock reserved for future issuances	19.7

Stock-Based Compensation Expense

Stock-based compensation expense, including stock-based compensation expense related to awards classified as liabilities, is included in costs and expenses as follows (in millions):

	Year Ended December 31,		
	2020	2019	2018
Cost of product revenue	\$ 1.6	\$ 1.5	\$ 1.5
Cost of service revenue	12.9	11.3	10.8
Research and development	47.6	38.7	36.4
Sales and marketing	108.4	101.7	95.6
General and administrative	23.3	20.9	18.6
Total stock-based compensation expense	\$ 193.8	\$ 174.1	\$ 162.9

The following table summarizes stock-based compensation expense, including stock-based compensation expense related to awards classified as liabilities, by award type (in millions):

	Year Ended December 31,		
	2020	2019	2018
RSUs	\$ 179.7	\$ 160.2	\$ 143.9
Stock options	14.1	12.6	8.8
ESPP	—	1.3	10.2
Total stock-based compensation expense	\$ 193.8	\$ 174.1	\$ 162.9

Total income tax benefit associated with stock-based compensation that is recognized in the consolidated statements of income is as follows (in millions):

	Year Ended December 31,		
	2020	2019	2018
Income tax benefit associated with stock-based compensation	\$ 42.1	\$ 38.3	\$ 24.9

Share Repurchase Program

In January 2016, our board of directors approved the Share Repurchase Program (the “Repurchase Program”), which authorized the repurchase of up to \$200.0 million of our outstanding common stock through December 31, 2017. From 2016 through 2019, our board of directors approved increases to our Repurchase Program by various amounts, bringing the aggregated amount authorized to \$2.5 billion. In July 2020, our board of directors approved a \$500.0 million increase and extended the term to February 28, 2022, bringing the aggregate amount authorized to be repurchased to \$3.0 billion. Under the Repurchase Program, share repurchases may be made by us from time to time in privately negotiated transactions or in open market transactions. The Repurchase Program does not require us to purchase a minimum number of shares, and may be suspended, modified or discontinued at any time without prior notice. In 2020, we repurchased 11.7 million shares of common stock under the Repurchase Program in open market transactions for an aggregate purchase price of \$1.08 billion. As of December 31, 2020, \$1.01 billion remained available for future share repurchases under the Repurchase Program.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

15. INCOME TAXES

Income before income taxes consisted of the following (in millions):

	Year Ended December 31,		
	2020	2019	2018
Domestic	\$ 490.6	\$ 371.7	\$ 3.7
Foreign	51.1	14.3	250.6
Total income before income taxes	<u>\$ 541.7</u>	<u>\$ 386.0</u>	<u>\$ 254.3</u>

Due to the realignment of our tax structure, income before income taxes moved from foreign jurisdictions to domestic jurisdiction in the year ended December 31, 2019.

The provision for (benefit from) income taxes consisted of the following (in millions):

	Year Ended December 31,		
	2020	2019	2018
Current:			
Federal	\$ 38.6	\$ 11.0	\$ (12.6)
State	8.1	0.1	2.0
Foreign	13.6	11.4	36.9
Total current	<u>\$ 60.3</u>	<u>\$ 22.5</u>	<u>\$ 26.3</u>
Deferred:			
Federal	\$ (8.1)	\$ 40.6	\$ (124.8)
State	(0.8)	(6.0)	14.4
Foreign	1.8	(2.8)	3.5
Total deferred	<u>(7.1)</u>	<u>31.8</u>	<u>(106.9)</u>
Provision for (benefit from) income taxes	<u>\$ 53.2</u>	<u>\$ 54.3</u>	<u>\$ (80.6)</u>

The foreign tax provision included the tax impacts from U.S. GAAP to local tax return book to tax differences and return to provision adjustments that create a permanent addback including but not limited to stock compensation, meals and entertainment, and settlement of prior year tax audits with foreign jurisdiction adjustments.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The provision for (benefit from) income taxes differs from the amount computed by applying the statutory federal income tax rate as follows (in millions):

	Year Ended December 31,		
	2020	2019	2018
Tax at federal statutory tax rate	\$ 113.8	\$ 81.2	\$ 53.4
Foreign income taxed at different rates	16.4	12.3	(21.5)
Foreign withholding taxes	18.8	16.0	20.1
Stock-based compensation expense	(39.6)	(30.6)	(14.3)
Foreign tax credit	(30.1)	(30.4)	(15.8)
State taxes—net of federal benefit	4.9	(11.3)	1.2
Research and development credit	(7.5)	(6.8)	(5.0)
Valuation allowance	11.9	22.0	14.9
Dividend distribution	—	—	(3.8)
Impact of the 2017 Tax Act:			
One-time transition tax	2.6	(2.1)	32.6
Global Intangible Low-Taxed Income	—	—	20.5
Foreign-Derived Intangible Income	(44.3)	—	—
Book-to-Tax Basis differences	—	—	(164.0)
Other	6.3	4.0	1.1
Total provision for (benefit from) income taxes	<u>\$ 53.2</u>	<u>\$ 54.3</u>	<u>\$ (80.6)</u>

We have realigned our tax structure in order to maximize the tax efficiency of our group structure and better align with our business operations as a result of the 2017 Tax Act. This realignment resulted in a book-to-tax basis difference for previously taxed off-shore deferred revenue as well as other book-to-tax difference. The basis differences resulted in a \$164.0 million benefit to the 2018 tax provision.

In 2018, we completed our analysis to determine the effect of the 2017 Tax Act within the measurement period under the SEC guidance, and reflected an additional \$32.6 million increase related to the transition tax in the 2018 income tax expense. In 2019, we recorded a \$2.1 million tax benefit related to the transition tax due to the adjustments on prior 2018 foreign tax amounts. The 2017 Tax Act also created a new requirement that GILTI earned by controlled foreign corporations (“CFCs”) must be included currently in the gross income of a CFC’s U.S. shareholder. In 2018, there was also a \$20.5 million expense for the GILTI tax regime that was introduced by the 2017 Tax Act. In 2019 and 2020, we were not subject to GILTI. We will continue to monitor and assess the impact of the 2017 Tax Act and ongoing guidance and accounting interpretations issued in response to the 2017 Tax Act.

On June 7, 2019, the Ninth Circuit overturned the U.S. Tax Court’s decision on *Altera Corporation and Subsidiaries vs. Commissioner of Internal Revenue* and ruled in favor of the Commissioner, validating the regulations requiring stock-based compensation to be included in a cost sharing arrangement. A rehearing of the case was requested, but the rehearing request was denied by the Ninth Circuit on November 12, 2019. A petition was filed with the U.S. Supreme Court on February 10, 2020. On June 22, 2020, the Supreme Court of the United States issued an order declining the petition in *Altera*. As a result, the Ninth Circuit’s decision requiring that stock-based compensation be included in cost sharing arrangements is the controlling law at present. However, as we are no longer part of a cost sharing arrangement, this does not impact our future income tax provisions. The Ninth Circuit’s decision, together with Supreme Court’s order, did not have a material impact on our consolidated financial statements.

The Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”) was signed into law on March 27, 2020. The CARES Act provides numerous tax provisions and other stimulus measures, including temporary changes regarding the prior and future utilization of net operating losses, temporary changes to the prior and future limitations on interest deductions, temporary suspension of certain payment requirements for the employer portion of Social Security taxes, technical corrections from prior tax legislation for tax depreciation of certain qualified improvement property and the creation of certain refundable employee retention credits. We do not expect there to be a material tax impact on our consolidated financial statements at this time and will continue to assess the implications of the CARES Act and its continuing developments and interpretations.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

On July 9, 2020, the United States Department of the Treasury (the “U.S. Treasury”) and the Internal Revenue Service (the “IRS”) released final Section 250 regulations, providing guidance on the foreign-derived intangible income deduction and the global intangible low-taxed income. Generally, the final regulations are applicable for taxable years beginning on or after January 1, 2021. However, taxpayers may apply the final regulations for taxable years beginning on or after January 1, 2018. We have elected to apply the final regulations to the year ending December 31, 2020 and included the tax impact from the final regulations on our foreign-derived intangible income deduction calculation. In 2020, we recorded a \$44.3 million tax benefit related to the foreign-derived intangible income deduction.

On September 29, 2020, the U.S. Treasury and the IRS released final regulations related to foreign tax credits that were the subject of proposed regulations issued in December 2019 and proposed certain provisions in proposed regulations issued in December 2019. The final and proposed regulations provide administrative guidance for the foreign tax credit regime, which was updated in the 2017 Tax Act. Generally, the provisions that were included in the 2019 proposed regulations apply to taxable years ending on or after December 16, 2019, except as otherwise specified. The final regulations did not have a material impact on our consolidated financial statements.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets as of the years ended are presented below (in millions):

	December 31, 2020	December 31, 2019
Deferred tax assets:		
General business credit carryforward	\$ 48.9	\$ 73.2
Deferred revenue	216.4	145.7
Reserves and accruals	41.9	30.7
Net operating loss carryforward	23.4	57.9
Stock-based compensation expense	17.5	14.8
Depreciation and amortization	17.2	0.7
Operating lease liabilities	11.6	10.6
Total deferred tax assets	376.9	333.6
Less: Valuation allowance	(54.9)	(43.0)
Deferred tax assets, net of valuation allowance	322.0	290.6
Deferred tax liabilities:		
Deferred contract costs	(74.0)	(59.9)
Operating lease ROU assets	(10.8)	(9.5)
Total deferred tax liabilities	(84.8)	(69.4)
Net deferred tax assets	\$ 237.2	\$ 221.2

As of December 31, 2020, we recorded a deferred tax asset of \$245.2 million and a deferred tax liability of \$8.0 million. In assessing the realizability of deferred tax assets, we considered whether it is more likely than not that some portion or all of our deferred tax assets will be realized. This realization is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We concluded that it is more likely than not that we will be able to realize the benefits of our deferred tax assets in the future except for our California research and development (“R&D”) credits carryforward, certain impairment losses in business investments, certain foreign tax credits from foreign disregarded entities and certain tax attributes from business acquisitions. We anticipate having sufficient current year generated California R&D credits to cover the same year California tax liability for tax year 2019 and subsequent years. We also believe that it is more likely than not that the deferred tax assets for impairment losses, foreign tax credits from foreign disregarded entities and acquired foreign tax attributes will not be realized. As of December 31, 2020, we recorded a valuation allowance of \$54.9 million against deferred tax assets for California R&D credits carryforwards (net of the unrecognized tax benefits), impairment losses, certain foreign tax credits and certain acquired tax attributes.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As of December 31, 2020, our federal and California net operating loss carryforwards for income tax purpose were \$83.5 million and \$20.8 million, respectively. All the net operating loss carryforwards were from acquisitions which were limited by Section 382 of the Internal Revenue Code. If not utilized, the federal net operating loss carryforwards will begin to expire in 2022, and California net operating loss carryforwards will begin to expire in 2034.

As of December 31, 2020, we had state tax credit carryforwards of \$33.3 million. The state credits can be carried forward indefinitely.

Under the 2017 Tax Act, starting on January 1, 2018, we are no longer subject to federal income tax on earnings remitted from our foreign subsidiaries. We have analyzed our global working capital and cash requirements and the potential tax liabilities attributable to repatriation, and have determined that we will be repatriating certain unremitted foreign earnings which was previously deemed indefinitely reinvested. For those investments from which we were able to make a reasonable estimate of the tax effects of such repatriation, we have recorded a provisional estimate for withholding and state taxes. For those investments from which we were not able to make a reasonable estimate, we have not recorded any deferred taxes.

We operate under a tax incentive agreement in Singapore, which is effective through December 31, 2020. The tax incentive agreement is conditional upon our meeting certain employment and investment thresholds.

As of December 31, 2020, we had \$77.3 million of unrecognized tax benefits, of which, if recognized, \$70.5 million would favorably affect our effective tax rate. Our policy is to include accrued interest and penalties related to uncertain tax benefits in income tax expense. As of December 31, 2020, 2019 and 2018, accrued interest and penalties were \$14.5 million, \$14.1 million and \$11.6 million, respectively.

The aggregate changes in the balance of unrecognized tax benefits are as follows (in millions):

	Year Ended December 31,		
	2020	2019	2018
Unrecognized tax benefits, beginning of year	\$ 67.5	\$ 63.5	\$ 72.5
Gross increases for tax positions related to the current year	13.1	11.4	8.6
Gross decreases for tax positions related to the current year	—	—	—
Gross increases for tax positions related to the prior year	6.1	3.0	6.0
Gross decreases for tax positions related to prior year	(1.3)	(0.3)	(9.5)
Gross decreases for tax positions related to prior year audit settlements	(1.4)	(1.7)	(6.4)
Gross decreases for tax positions related to expiration of statute of limitations	(6.7)	(8.4)	(7.7)
Unrecognized tax benefits, end of year	<u>\$ 77.3</u>	<u>\$ 67.5</u>	<u>\$ 63.5</u>

As of December 31, 2020, 2019 and 2018, \$90.3 million, \$82.8 million and \$77.5 million, respectively, of the amounts reflected above were recorded as income tax liabilities—non-current in our consolidated balance sheets.

We recorded a net increase of gross unrecognized tax benefits of approximately \$9.8 million during the year ended December 31, 2020. The net increase was primarily due to the increase in benefits related to the foreign taxes, offset by the reversal of gross unrecognized tax benefits in connection with the lapse of statutes of limitations and the settlement of tax audits in foreign jurisdictions.

It is reasonably possible that our gross unrecognized tax benefits will decrease by up to \$4.2 million in the next 12 months, primarily due to the lapse of the statute of limitations. These adjustments, if recognized, would positively impact our effective tax rate, and would be recognized as additional tax benefits.

We file income tax returns in the U.S. federal jurisdiction and in various U.S. state and foreign jurisdictions. Generally, we are no longer subject to U.S. state and foreign income tax examinations by tax authorities for tax years prior to 2010. We are no longer subject to examination by U.S. federal income tax authorities for tax years prior to 2015. We currently have ongoing tax audits in the United Kingdom, Canada and several other foreign jurisdictions. The focus of these audits is the inter-company profit allocation.

FORTINET, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

16. DEFINED CONTRIBUTION PLANS

Our tax-deferred savings plan under our 401(k) Plan permits participating U.S. employees to contribute a portion of their pre-tax or after-tax earnings. In Canada, we have a Group Registered Retirement Savings Plan Program (the “RRSP”), which permits participants to make tax-deductible contributions. Our board of directors approved 50% matching contributions on employee contributions up to 4% of each employee’s eligible earnings. Our matching contributions to our 401(k) Plan and the RRSP for 2020, 2019 and 2018 were \$8.3 million, \$6.6 million and \$5.7 million, respectively.

17. SEGMENT INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Our chief operating decision maker is our chief executive officer. Our chief executive officer reviews financial information presented on a consolidated basis, accompanied by information about revenue by geographic region for purposes of allocating resources and evaluating financial performance. We have one business activity, and there are no segment managers who are held accountable for operations, operating results and plans for levels or components below the consolidated unit level. Accordingly, we have determined that we have one operating segment, and therefore, one reportable segment.

Revenue by geographic region is based on the billing address of our customers. The following tables set forth revenue and property and equipment—net by geographic region (in millions):

Revenue	Year Ended December 31,		
	2020	2019	2018
Americas:			
United States	\$ 813.3	\$ 695.5	\$ 578.3
Other Americas	263.9	224.7	186.1
Total Americas	1,077.2	920.2	764.4
Europe, Middle East and Africa (“EMEA”)	991.9	816.5	679.3
Asia Pacific (“APAC”)	525.3	426.3	360.9
Total revenue	<u>\$ 2,594.4</u>	<u>\$ 2,163.0</u>	<u>\$ 1,804.6</u>
		December 31,	December 31,
		2020	2019
Property and Equipment—net			
Americas:			
United States		\$ 296.3	\$ 197.4
Canada		121.3	120.5
Latin America		2.0	5.5
Total Americas		419.6	323.4
EMEA		20.6	15.2
APAC		7.8	5.7
Total property and equipment—net		<u>\$ 448.0</u>	<u>\$ 344.3</u>

18. SUBSEQUENT EVENT

Building Purchase

In February 2021, we purchased two properties in California totaling approximately 97,000 square feet for an aggregate cash payment of \$15.5 million.

ITEM 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

ITEM 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”) as of the end of the period covered by this Annual Report on Form 10-K. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2020 to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act. Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* set forth by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2020. Management reviewed the results of its assessment with our Audit Committee. The effectiveness of our internal control over financial reporting as of December 31, 2020 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in its report, which appears in this Item under the heading “Report of Independent Registered Public Accounting Firm.”

Changes in Internal Control over Financial Reporting

In January 2019, we implemented certain internal controls over financial reporting in connection with our adoption of Topic 842. There were no other changes in our internal control over financial reporting (as defined in Rules 13a-15(f) or 15d-15(f) under the Exchange Act) during 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Fortinet, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Fortinet, Inc. and subsidiaries (the “Company”) as of December 31, 2020, based on criteria established in *Internal Control–Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control–Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2020, of the Company and our report dated February 19, 2021, expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 19, 2021

ITEM 9B. Other Information

None.

Part III

ITEM 10. Directors, Executive Officers and Corporate Governance

Information responsive to this item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

As part of our system of corporate governance, our board of directors has adopted a code of business conduct and ethics. The code applies to all of our employees, officers (including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions), agents and representatives, including our independent directors and consultants, who are not our employees, with regard to their Fortinet-related activities. Our code of business conduct and ethics is available on our website at www.fortinet.com under “Corporate—Investor Relations—Corporate Governance.” We will post on this section of our website any amendment to our code of business conduct and ethics, as well as any waivers of our code of business conduct and ethics, that are required to be disclosed by the rules of the SEC or the Nasdaq Stock Market.

ITEM 11. Executive Compensation

Information responsive to this item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information responsive to this item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

Information responsive to this item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

ITEM 14. Principal Accounting Fees and Services

Information responsive to this item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Part IV

ITEM 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. *Financial Statements*: The information concerning Fortinet’s financial statements and the Report of Independent Registered Public Accounting Firm required by this Item 15(a)(1) is incorporated by reference herein to the section of this Annual Report on Form 10-K in Part II, Item 8, titled “Financial Statements and Supplementary Data.”
2. *Financial Statement Schedule*: The following financial statement schedule of Fortinet, Inc., for the fiscal years ended December 31, 2020, 2019 and 2018, is filed as part of this Annual Report on Form 10-K and should be read in conjunction with our consolidated financial statements.

SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS

	Year Ended December 31,		
	2020 ⁽¹⁾	2019 ⁽¹⁾	2018 ⁽¹⁾
	(in millions)		
Sales Returns Reserve and Allowance for Credit Losses/Doubtful Accounts			
Beginning balance	\$ 1.2	\$ 0.9	\$ 14.5
Charged to expenses, net of deductions	1.3	0.3	—
Reclassification due to adoption of Topic 606 ⁽¹⁾	—	—	(13.6)
Ending balance	<u>\$ 2.5</u>	<u>\$ 1.2</u>	<u>\$ 0.9</u>

⁽¹⁾ Effective January 1, 2018, we reclassified our sales returns reserve in the amount of \$13.6 million from accounts receivable to accrued liabilities, in connection with the adoption of Topic 606. The ending balances for the years ended December 31, 2020 and 2019 consist only of the allowance for credit losses or doubtful accounts.

Schedules not listed above have been omitted because they are not applicable or are not required or the information required to be set forth therein is included in the consolidated financial statements or notes thereto.

3. *Exhibits*: See Item 15(b) below. We have filed, or incorporated into this Annual Report on Form 10-K by reference, the exhibits listed on the accompanying Exhibit Index immediately preceding the signature page of this Annual Report on Form 10-K.

(b) Exhibits:

The exhibits listed on the Exhibit Index immediately preceding the signature page of this Annual Report on Form 10-K is incorporated herein by reference as the list of exhibits required by this Item 15(b).

(c) Financial Statement Schedules: See Item 15(a) above.

EXHIBIT INDEX

Exhibit Number	Description	Form Incorporated by reference herein	Date Filed	Exhibit Number
3.1	Amended and Restated Certificate of Incorporation	Current Report on Form 8-K (File No. 001-34511)	June 28, 2018	3.1
3.2	Amended and Restated Bylaws	Current Report on Form 8-K (File No. 001-34511)	July 21, 2020	3.1
4.1	Specimen common stock certificate of the Company	Registration Statement on Form S-1, as amended (File No. 333-161190)	November 2, 2009	4.1
4.2*	Description of Securities Registered Pursuant to Section 12 of the Exchange Act			
10.1†	Forms of Indemnification Agreement between the Company and its directors and officers	Registration Statement on Form S-1 (File No. 333-161190)	August 10, 2009	10.1
10.2†	Amended and Restated 2009 Equity Incentive Plan	Quarterly Report on Form 10-Q (File No. 001-34511)	August 1, 2019	10.1
10.3†	Forms of stock option agreement under Amended and Restated 2009 Equity Incentive Plan	Annual Report on Form 10-K (File No. 001-34511)	February 28, 2012	10.5
10.4†	Form of performance stock unit award agreement under Amended and Restated 2009 Equity Incentive Plan	Quarterly Report on Form 10-Q (File No. 001-34511)	August 6, 2013	99.1
10.5†	Forms of restricted stock unit award and performance stock unit award agreement under Amended and Restated 2009 Equity Incentive Plan (Additional Forms)	Annual Report on Form 10-K (File No. 001-34511)	March 2, 2015	10.7
10.6†	Form of restricted stock unit award agreement under Amended and Restated 2009 Equity Incentive Plan (Additional Form)	Annual Report on Form 10-K (File No. 001-34511)	February 26, 2020	10.6
10.7†	Form of stock option award agreement under Amended and Restated 2009 Equity Incentive Plan (Additional Form)	Annual Report on Form 10-K (File No. 001-34511)	February 26, 2020	10.7
10.8**	Fortinet, Inc. Amended Bonus Plan			
10.9†	Fortinet, Inc. Cash and Equity Incentive Plan	Quarterly Report on Form 10-Q (File No. 001-34511)	November 5, 2013	10.1
10.10†	Form of Change of Control Agreement between the Company and its directors	Quarterly Report on Form 10-Q (File No. 001-34511)	August 4, 2015	10.1
10.11†	Amended and Restated Change of Control Severance Agreement, effective as of August 7, 2019, between the Company and Ken Xie	Quarterly Report on Form 10-Q (File No. 001-34511)	August 1, 2019	10.2
10.12†	Amended and Restated Change of Control Severance Agreement, effective as of August 7, 2019, between the Company and Michael Xie	Quarterly Report on Form 10-Q (File No. 001-34511)	August 1, 2019	10.3
10.13†	Amended and Restated Change of Control Severance Agreement, effective as of August 7, 2019, between the Company and John Whittle	Quarterly Report on Form 10-Q (File No. 001-34511)	August 1, 2019	10.4
10.14†	Offer Letter, dated as of October 23, 2006, by and between the Company and John Whittle	Registration Statement on Form S-1, as amended (File No. 333-161190)	August 10, 2009	10.10
10.15†	Offer Letter, dated as of April 3, 2014, by and between the Company and Keith Jensen	Annual Report on Form 10-K (File No. 001-34511)	February 26, 2018	10.22
10.16†	Amended and Restated Change of Control Severance Agreement, effective as of August 7, 2019, between the Company and Keith Jensen	Quarterly Report on Form 10-Q (File No. 001-34511)	August 1, 2019	10.5
21.1*	List of subsidiaries			
23.1*	Consent of Independent Registered Public Accounting Firm			
24.1*	Power of Attorney (incorporated by reference to the signature page of this Annual Report on Form 10-K)			

31.1 *	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2 *	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1 **	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	Inline XBRL Instance Document - the instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File - the cover page from the Company's Annual Report on Form 10-K for the year ended December 31, 2020 is formatted in inline XBRL.

† Indicates management compensatory plan, contract or arrangement.

* Filed herewith.

** Furnished herewith. This certification is deemed not filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 19, 2021.

FORTINET, INC.

By: _____ /s/ Ken Xie
Ken Xie, Chief Executive Officer and Chairman
(Duly Authorized Officer and Principal Executive Officer)

FORTINET, INC.

By: _____ /s/ Keith Jensen
Keith Jensen, Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer and Principal Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ken Xie and Keith Jensen, jointly and severally, his or her attorney-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ken Xie</u> Ken Xie	Chief Executive Officer and Chairman (Principal Executive Officer)	February 19, 2021
<u>/s/ Keith Jensen</u> Keith Jensen	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 19, 2021
<u>/s/ Michael Xie</u> Michael Xie	President, Chief Technology Officer and Director	February 19, 2021
<u>/s/ Kelly Ducourty</u> Kelly Ducourty	Director	February 19, 2021
<u>/s/ Kenneth A. Goldman</u> Kenneth A. Goldman	Director	February 19, 2021
<u>/s/ Ming Hsieh</u> Ming Hsieh	Director	February 19, 2021
<u>/s/ Jean Hu</u> Jean Hu	Director	February 19, 2021
<u>/s/ William H. Neukom</u> William H. Neukom	Director	February 19, 2021
<u>/s/ Christopher B. Paisley</u> Christopher B. Paisley	Director	February 19, 2021
<u>/s/ Judith Sim</u> Judith Sim	Director	February 19, 2021

**DESCRIPTION OF FORTINET'S SECURITIES REGISTERED
PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

As of December 31, 2020, Fortinet, Inc. (“we,” “us” or “our”) had one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: our common stock.

The following summary of the terms of our common stock is based upon our amended and restated certificate of incorporation and our amended and restated bylaws and applicable provisions of law. The summary is not complete, and is qualified by reference to our amended and restated certificate of incorporation and our amended and restated bylaws, which are filed as exhibits to this Annual Report on Form 10-K and are incorporated by reference herein. We encourage you to read our amended and restated certificate of incorporation, our amended and restated bylaws and the applicable provisions of the Delaware General Corporation Law (the “DGCL”) for additional information.

Capitalization

Our authorized capital stock consists of 310,000,000 shares of capital stock, including 300,000,000 shares of common stock, par value of \$0.001 per share, and 10,000,000 shares of undesignated preferred stock, par value of \$0.001 per share.

Common Stock

Dividend Rights

Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of our common stock are entitled to receive dividends out of funds legally available if our board of directors, in its discretion, determines to issue dividends and then only at the times and in the amounts that our board of directors may determine.

Voting Rights

Holders of our common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders. We have not provided for cumulative voting for the election of directors in our amended and restated certificate of incorporation. Our amended and restated certificate of incorporation implements a gradual declassification of our board of directors and provides for the annual election of directors for one-year terms, commencing upon the expiration of the directors’ then-current terms. Accordingly, beginning with our 2020 annual meeting of stockholders, all members of our board of directors will stand for election annually for one-year terms. Our amended and restated bylaws provide for a majority voting standard for uncontested elections of directors.

Right to Receive Liquidation Distributions

Upon our liquidation, dissolution or winding-up, the assets legally available for distribution to our stockholders would be distributable ratably among the holders of our common stock and any participating preferred stock outstanding at that time, subject to prior satisfaction of all outstanding debt and liabilities and the preferential rights of and the payment of liquidation preferences, if any, on any outstanding shares of preferred stock.

Other Rights and Preferences

Our common stock is not entitled to preemptive rights, and is not subject to conversion, redemption or sinking fund provisions.

Preferred Stock

Our board of directors is authorized, subject to limitations prescribed by Delaware law, to issue preferred stock in one or more series, to establish from time to time the number of shares to be included in each series and to fix the designation, powers, preferences and rights of the shares of each series and any of its qualifications, limitations, or restrictions, in each case without further vote or action by our stockholders. Our board of directors can also increase or decrease the number of shares of any series of preferred stock, but not below the number of shares of that series then outstanding, without any further vote or action by our stockholders. Our board of directors may authorize the issuance of preferred stock with voting or conversion rights that could adversely affect the voting power or other rights of the holders of our common stock. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could, among other things, have the effect of delaying, deferring or preventing a change in our control and might adversely affect the market price of our common stock and the voting and other rights of the holders of our common stock.

Anti-Takeover Provisions

The provisions of Delaware law, our amended and restated certificate of incorporation and our amended and restated bylaws could have the effect of delaying, deferring or discouraging another person from acquiring control of our company. These provisions, which are summarized below, may have the effect of discouraging takeover bids.

Delaware Law

We are subject to the provisions of Section 203 of the DGCL regulating corporate takeovers. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years following the date on which the person became an interested stockholder unless:

- prior to the date of the transaction, the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

- the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding, but not the outstanding voting stock owned by the interested stockholder, (i) shares owned by persons who are directors and also officers and (ii) shares owned by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- at or subsequent to the date of the transaction, the business combination is approved by the board of directors of the corporation and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66 2/3% of the outstanding voting stock that is not owned by the interested stockholder.

Generally, a business combination includes a merger, asset or stock sale or other transaction or series of transactions together resulting in a financial benefit to the interested stockholder. An interested stockholder is a person who, together with affiliates and associates, owns or, within three years prior to the determination of interested stockholder status, did own 15% or more of a corporation's outstanding voting stock. We expect the existence of this provision to have an anti-takeover effect with respect to transactions our board of directors does not approve in advance. We also anticipate that DGCL Section 203 may also discourage attempts that might result in a premium over the market price for the shares of common stock held by stockholders.

Amended and Restated Certificate of Incorporation and Amended and Restated Bylaw Provisions

Our amended and restated certificate of incorporation and our amended and restated bylaws include a number of provisions that could deter hostile takeovers or delay or prevent changes in control of our company, including the following:

- *Board of Directors Vacancies.* Our amended and restated certificate of incorporation and our amended and restated bylaws authorize only our board of directors to fill vacant directorships, including newly created seats. In addition, the number of directors constituting our board of directors is permitted to be set only by a resolution adopted by a majority vote of our entire board of directors. These provisions prevent a stockholder from increasing the size of our board of directors and then gaining control of our board of directors by filling the resulting vacancies with its own nominees. This makes it more difficult to change the composition of our board of directors but promotes continuity of management.
- *Stockholder Action; Special Meetings of Stockholders.* Our amended and restated certificate of incorporation provides that our stockholders may not take action by written consent, and may only take action at an annual or special meeting of our stockholders. Our amended and restated bylaws further provide that special meetings of our stockholders may be called only by stockholders holding not less than 25% of the outstanding shares entitled to vote on the matters to be brought before the proposed special meeting, a majority of our board of directors, the chairperson of our board of directors, our chief executive officer or our president, thus prohibiting stockholders who do not meet the ownership threshold from calling a special meeting. These provisions might delay the ability of our stockholders to force consideration of a proposal or for stockholders to take any action, including the removal of directors.
- *Advance Notice Requirements for Stockholder Proposals and Director Nominations.* Our amended and restated bylaws provide advance notice procedures for stockholders seeking to bring business

before our annual meeting of stockholders or to nominate candidates for election as directors at our annual meeting of stockholders. Our amended and restated bylaws also specify certain requirements regarding the form and content of a stockholder's notice. These provisions might preclude our stockholders from bringing matters before our annual meeting of stockholders or from making nominations for directors at our annual meeting of stockholders if the proper procedures are not followed. We expect that these provisions might also discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company.

- *No Cumulative Voting.* The DGCL provides that stockholders are not entitled to the right to cumulate votes in the election of directors unless a corporation's certificate of incorporation provides otherwise. Our amended and restated certificate of incorporation and amended and restated bylaws do not provide for cumulative voting.
- *Supermajority Requirements for Amendments of Our Amended and Restated Certificate of Incorporation and Our Amended and Restated Bylaws.* Our amended and restated certificate of incorporation provides that the affirmative vote of holders of at least 66 2/3% of the voting power of all of the then outstanding shares of voting stock is required to amend, alter or repeal, or adopt any provision as part of our amended and restated certificate of incorporation inconsistent with the purpose and intent of, certain provisions of our amended and restated certificate of incorporation. Further, the affirmative vote of holders of at least 66 2/3% of the voting power of all of the then outstanding shares of voting stock is required to amend or repeal our amended and restated bylaws, although our amended and restated bylaws may be amended by a simple majority vote of our board of directors.
- *Issuance of Undesignated Preferred Stock.* Our board of directors has the authority, without further action by the stockholders, to issue up to 10,000,000 shares of undesignated preferred stock with rights and preferences, including voting rights, designated from time to time by our board of directors. The existence of authorized but unissued shares of preferred stock enables our board of directors to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or other means.
- *Choice of Forum.* Our amended and restated bylaws provide that, unless we consent in writing to the selection of alternate forum, state and federal courts located within the state of Delaware are the exclusive forum for: (i) any derivative action or proceeding brought on our behalf; (ii) any action asserting a breach of a fiduciary duty owed by, or other wrongdoing by, any of our directors, officers, employees or agents to the corporation or the corporation's stockholders; (iii) any action asserting a claim arising pursuant to any provision of the DGCL, our amended and restated certificate of incorporation or our amended and restated bylaws; (iv) any action to interpret, apply, enforce or determine the validity of our amended and restated certificate of incorporation or our amended and restated bylaws; or (v) any action asserting a claim governed by the internal affairs doctrine.

Listing

Our common stock is listed on The Nasdaq Global Select Market under the symbol “FTNT.”

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Computershare Trust Company, N.A.

FORTINET, INC.
AMENDED BONUS PLAN

1. Purposes of the Plan. The Plan is intended to increase shareholder value and the success of the Company by motivating Employees to (a) perform to the best of their abilities, and (b) achieve the Company's objectives.

2. Definitions.

(a) "Affiliate" means any corporation or other entity (including, but not limited to, partnerships and joint ventures) controlled by the Company.

(b) "Actual Award" means as to any Performance Period, the actual award (if any) payable to a Participant for the Performance Period, subject to the Committee's authority under Section 3(d) to modify the award.

(c) "Board" means the Board of Directors of the Company.

(d) "Bonus Pool" means the pool of funds available for distribution to Participants. Subject to the terms of the Plan, the Committee establishes the Bonus Pool for each Performance Period.

(e) "Code" means the Internal Revenue Code of 1986, as amended. Reference to a specific section of the Code or regulation thereunder will include such section or regulation, any valid regulation promulgated thereunder, and any comparable provision of any future legislation or regulation amending, supplementing or superseding such section or regulation.

(f) "Committee" means the committee appointed by the Board (pursuant to Section 5) to administer the Plan. Unless and until the Board otherwise determines, the Board's Human Resource Committee will administer the Plan.

(g) "Company" means Fortinet, Inc., or any successor thereto.

(h) "Disability" means a permanent and total disability determined in accordance with uniform and nondiscriminatory standards adopted by the Committee from time to time.

(i) "Employee" means any executive, officer, or key employee of the Company or of an Affiliate, whether such individual is so employed at the time the Plan is adopted or becomes so employed subsequent to the adoption of the Plan.

(j) "Participant" means as to any Performance Period, an Employee who has been selected by the Committee for participation in the Plan for that Performance Period.

(k) "Performance Period" means the period of time for the measurement of the performance criteria that must be met to receive an Actual Award, as determined by the Committee in its sole discretion. A Performance Period may be divided into one or more shorter periods if, for example, but not by way of limitation, the Committee desires to measure some performance criteria over 12 months and other criteria over 3 months.

(l) "Plan" means this Bonus Plan, as set forth in this instrument and as hereafter amended from time to time.

(m) "Target Award" means the target award, at 100% performance achievement, payable under the Plan to a Participant for the Performance Period, as determined by the Committee in accordance with Section 3(b).

(n) "Termination of Service" means a cessation of the employee-employer relationship between an Employee and the Company or an Affiliate for any reason, including, but not by way of limitation, a termination by resignation, discharge, death, Disability, retirement, or the disaffiliation of an Affiliate, but excluding any such termination where there is a simultaneous reemployment by the Company or an Affiliate.

3. Selection of Participants and Determination of Awards.

(a) Selection of Participants. The Committee, in its sole discretion, will select the Employees who will be Participants for any Performance Period. Participation in the Plan is in the sole discretion of the Committee, on a Performance Period by Performance Period basis. Accordingly, an Employee who is a Participant for a given Performance Period in no way is guaranteed or assured of being selected for participation in any subsequent Performance Period or Periods.

(b) Determination of Target Awards. The Committee, in its sole discretion, will establish a Target Award for each Participant, which generally will be a percentage of a Participant's average annual base salary for the Performance Period.

(c) Bonus Pool. Each Performance Period, the Committee, in its sole discretion, will establish a Bonus Pool, which pool may be established before, during or after the applicable Performance Period. Actual Awards will be paid from the Bonus Pool.

(d) Discretion to Modify Awards. Notwithstanding any contrary provision of the Plan, the Committee may, in its sole discretion and at any time, (i) increase, reduce or eliminate a Participant's Actual Award, and/or (ii) increase, reduce or eliminate the amount allocated to the Bonus Pool. The Actual Award may be below, at or above the Target Award, in the Committee's discretion. The Committee may determine the amount of any reduction on the basis of such factors as it deems relevant, and will not be required to establish any allocation or weighting with respect to the factors it considers.

(e) Discretion to Determine Criteria. Notwithstanding any contrary provision of the Plan, the Committee will, in its sole discretion, determine the performance goals applicable to any Target Award which requirement may include, without limitation, total revenue, revenue from specific product lines, cash flow; customer satisfaction; earnings; earnings per share; earnings before interest and taxes; earnings before interest, taxes, depreciation, and amortization; operating profit/loss; operating efficiency; gross or operating margin and individual objectives such as peer reviews or other subjective or objective criteria. As determined by the Committee, the performance goals may be based on GAAP or Non-GAAP results and any actual results may be adjusted by the Committee for one-time items or unbudgeted or unexpected items when determining whether the performance goals have been met. The goals may be on the basis of any factors the Committee determines relevant, and may be on an individual, divisional, business unit or Company-wide basis. The performance goals may differ from Participant to Participant and from award to award. Failure to meet the goals will result in a failure to earn the Target Award, except as provided in Section 3(d).

4. Payment of Awards.

(a) Right to Receive Payment. Each Actual Award will be paid solely from the general assets of the Company. Nothing in this Plan will be construed to create a trust or to establish or evidence any Participant's claim of any right other than as an unsecured general creditor with respect to any payment to which he or she may be entitled.

(b) Timing of Payment. Payment of each Actual Award shall be made as soon as practicable after the end of the Performance Period during which the Actual Award was earned and after the Actual Award is approved by the Committee, but in no event later than the fifteenth day of the third month of the

Fiscal Year following the date the Participant's Actual Award is no longer subject to a substantial risk of forfeiture. Unless otherwise determined by the Committee, a Participant must be employed by the Company or any Affiliate on the last day of the Performance Period to receive a payment under the Plan.

It is the intent that this Plan comply with the requirements of Code Section 409A so that none of the payments to be provided hereunder will be subject to the additional tax imposed under Code Section 409A, and any ambiguities herein will be interpreted to so comply.

(c) Form of Payment. Each Actual Award will be paid in cash (or its equivalent) in a single lump sum.

(d) Payment in the Event of Death or Disability. If a Participant dies or becomes Disabled prior to the payment of an Actual Award earned by him or her prior to death or Disability for a prior Performance Period, the Actual Award will be paid to his or her estate or to the Participant, as the case may be, subject to the Committee's discretion to reduce or eliminate any Actual Award otherwise payable.

5. Plan Administration.

(a) Committee is the Administrator. The Plan will be administered by the Committee. The Committee will consist of not less than two (2) members of the Board. The members of the Committee will be appointed from time to time by, and serve at the pleasure of, the Board.

(b) Committee Authority. It will be the duty of the Committee to administer the Plan in accordance with the Plan's provisions. The Committee will have all powers and discretion necessary or appropriate to administer the Plan and to control its operation, including, but not limited to, the power to (i) determine which Employees will be granted awards, (ii) prescribe the terms and conditions of awards, (iii) interpret the Plan and the awards, (iv) adopt such procedures and subplans as are necessary or appropriate to permit participation in the Plan by Employees who are foreign nationals or employed outside of the United States, (v) adopt rules for the administration, interpretation and application of the Plan as are consistent therewith, and (vi) interpret, amend or revoke any such rules.

(c) Decisions Binding. All determinations and decisions made by the Committee, the Board, and any delegate of the Committee pursuant to the provisions of the Plan will be final, conclusive, and binding on all persons, and will be given the maximum deference permitted by law.

(d) Delegation by Committee. The Committee, in its sole discretion and on such terms and conditions as it may provide, may delegate all or part of its authority and powers under the Plan to one or more directors and/or officers of the Company.

(e) Indemnification. Each person who is or will have been a member of the Committee will be indemnified and held harmless by the Company against and from (i) any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action taken or failure to act under the Plan or any award, and (ii) from any and all amounts paid by him or her in settlement thereof, with the Company's approval, or paid by him or her in satisfaction of any judgment in any such claim, action, suit, or proceeding against him or her, provided he or she will give the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification will not be exclusive of any other rights of indemnification to which such persons may be entitled under the Company's Certificate of Incorporation or Bylaws, by contract, as a matter of law, or otherwise, or under any power that the Company may have to indemnify them or hold them harmless.

6. General Provisions.

(a) Tax Withholding. The Company will withhold all applicable taxes from any Actual Award, including any federal, state and local taxes (including, but not limited to, the Participant's FICA and SDI obligations).

(b) No Effect on Employment or Service. Nothing in the Plan will interfere with or limit in any way the right of the Company to terminate any Participant's employment or service at any time, with or without cause. For purposes of the Plan, transfer of employment of a Participant between the Company and any one of its Affiliates (or between Affiliates) will not be deemed a Termination of Service. Employment with the Company and its Affiliates is on an at-will basis only. The Company expressly reserves the right, which may be exercised at any time and without regard to when during a Performance Period such exercise occurs, to terminate any individual's employment with or without cause, and to treat him or her without regard to the effect that such treatment might have upon him or her as a Participant.

(c) Participation. No Employee will have the right to be selected to receive an award under this Plan, or, having been so selected, to be selected to receive a future award.

(d) Successors. All obligations of the Company under the Plan, with respect to awards granted hereunder, will be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business or assets of the Company.

(e) Beneficiary Designations. If permitted by the Committee, a Participant under the Plan may name a beneficiary or beneficiaries to whom any vested but unpaid award will be paid in the event of the Participant's death. Each such designation will revoke all prior designations by the Participant and will be effective only if given in a form and manner acceptable to the Committee. In the absence of any such designation, any vested benefits remaining unpaid at the Participant's death will be paid to the Participant's estate.

(f) Nontransferability of Awards. No award granted under the Plan may be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will, by the laws of descent and distribution, or to the limited extent provided in Section 6(e). All rights with respect to an award granted to a Participant will be available during his or her lifetime only to the Participant.

7. Amendment, Termination, and Duration.

(a) Amendment, Suspension, or Termination. The Board, in its sole discretion, may amend or terminate the Plan, or any part thereof, at any time and for any reason. The amendment, suspension or termination of the Plan will not, without the consent of the Participant, alter or impair any rights or obligations under any Actual Award theretofore earned by such Participant. No award may be granted during any period of suspension or after termination of the Plan.

(b) Duration of Plan. The Plan will commence on the date specified herein, and subject to Section 7(a) (regarding the Board's right to amend or terminate the Plan), will remain in effect thereafter.

8. Legal Construction.

(a) Gender and Number. Except where otherwise indicated by the context, any masculine term used herein also will include the feminine; the plural will include the singular and the singular will include the plural.

(b) Severability. In the event any provision of the Plan will be held illegal or invalid for any reason, the illegality or invalidity will not affect the remaining parts of the Plan, and the Plan will be construed and enforced as if the illegal or invalid provision had not been included.

(c) Requirements of Law. The granting of awards under the Plan will be subject to all applicable laws, rules and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

(d) Governing Law. The Plan and all awards will be construed in accordance with and governed by the laws of the State of California, but without regard to its conflict of law provisions.

(e) Bonus Plan. The Plan is intended to be a "bonus program" as defined under U.S. Department of Labor regulation 2510.3-2(c) and will be construed and administered in accordance with such intention.

(f) Captions. Captions are provided herein for convenience only, and will not serve as a basis for interpretation or construction of the Plan.

FORTINET, INC. SUBSIDIARIES

Entity	Jurisdiction of Incorporation
Fortinet Austria GmbH	Austria
Fortinet Belgium BV	Belgium
Fortinet Network Security Brazil Limitada	Brazil
Fortinet Technologies (Canada), ULC	Canada
Holdings 1504 Enterprises Inc.	Canada
Fortinet International, Inc.	Cayman Islands
Accelops China	China
Fortinet Information Technology (Beijing) Co., Ltd.	China
Fortinet Colombia S.A.S	Colombia
Fortinet Denmark ApS	Denmark
Fortinet Finland Oy	Finland
Fortinet S.A.R.L.	France
Fortinet GmbH	Germany
CyberSponse India Private Limited	India
Fortinet Technologies India Private Limited	India
PT Fortinet Indonesia Security	Indonesia
enSilo, Ltd.	Israel
Fortinet Security Israel Ltd.	Israel
Fortinet Security Italy S.R.L.	Italy
Fortinet Japan K.K.	Japan
Fortinet Security Korea Ltd.	Korea
Fortinet Malaysia SDN. BHD.	Malaysia
Fortinet Networks Mauritius Ltd.	Mauritius
Fortinet Mexico, S. de R.L. de C.V.	Mexico
Fortinet BV	Netherlands
Fortinet Security NZ Limited	New Zealand
Fortinet Security Philippines, Inc.	Philippines
Fortinet Security LLC	Qatar
Fortinet Networks Romania S.R.L.	Romania
Fortinet Singapore Private Limited	Singapore
Fortinet Security Spain S.L.	Spain
Fortinet Switzerland GmbH	Switzerland
Fortinet Security Network (Thailand) Ltd.	Thailand
Fortinet Turkey Güvenlik Sistemleri Limited Şirketi	Turkey
Bradford Networks, Inc.	U.S.A.
CyberSponse, Inc.	U.S.A.
enSilo, Inc.	U.S.A.
Fortinet Branch Holding Company	U.S.A.
Fortinet Federal, Inc.	U.S.A.
Fortinet Holding LLC	U.S.A.
OPAQ Networks, Inc.	U.S.A.
Panopta Holdings LLC	U.S.A.
Panopta LLC	U.S.A.
enSilo Limited	United Kingdom
Fortinet UK, Ltd.	United Kingdom
ZoneFox Holding Limited	United Kingdom
ZoneFox Limited	United Kingdom

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements Nos. 333-229894, 333-223246, 333-216362, 333-209783, 333-202402, 333-194281, 333-186921, 333-179751, 333-172459 and 333-163367 on Form S-8 of our reports dated February 19, 2021, relating to the financial statements and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2020.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 19, 2021

CERTIFICATION

I, Ken Xie, certify that:

1. I have reviewed this Annual Report on Form 10-K of Fortinet, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2021

/s/ Ken Xie

Ken Xie

Chief Executive Officer and Chairman
(Principal Executive Officer)

CERTIFICATION

I, Keith Jensen, certify that:

1. I have reviewed this Annual Report on Form 10-K of Fortinet, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2021

/s/ Keith Jensen

Keith Jensen

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

**PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ken Xie, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K of Fortinet, Inc. for the fiscal year ended December 31, 2020 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that information contained in this Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Fortinet, Inc.

Date: February 19, 2021

By: /s/ Ken Xie
Name: Ken Xie
Title: Chief Executive Officer and Chairman
(Principal Executive Officer)

I, Keith Jensen, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K of Fortinet, Inc. for the fiscal year ended December 31, 2020 fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act and that information contained in this Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Fortinet, Inc.

Date: February 19, 2021

By: /s/ Keith Jensen
Name: Keith Jensen
Title: Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

This certification is being furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and will not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This certification will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.