

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>Whittle John</u><br><br>(Last) (First) (Middle)<br><u>C/O FORTINET, INC.</u><br><u>909 KIFER ROAD</u><br><br>(Street)<br><u>SUNNYVALE CA 94086</u><br><br>(City) (State) (Zip)  | 2. Issuer Name and Ticker or Trading Symbol<br><u>Fortinet, Inc. [ FTNT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><u>Chief Operating Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/24/2024</u>         |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      |   |
| Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |   |   |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Performance Stock Units <sup>(1)</sup>     | \$0.00 <sup>(2)</sup>                                  | 01/24/2024                           |  | A                              |   | 5,609  |     | (3)  | (4)             | Common Stock  | 5,609                                      | \$0.00   | 5,609   | D  |       |

**Explanation of Responses:**

- Represents restricted stock units ("RSUs") earned as a result of the achievement of performance criteria based on relative shareholder return pursuant to a performance-based RSU award with a performance period that ended on December 31, 2023, as certified by the HR Committee of the Issuer's Board of Directors on January 24, 2024.
- Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- 100% of the RSUs vest and settle on February 1, 2024, subject to the Reporting Person's provision of service to the Issuer on such date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon settlement.
- RSUs do not expire; they either vest or are canceled prior to the vesting date.

**Remarks:**

/s/ Robert Turner, by power of attorney 01/26/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.