

FORTINET INC
Form 4
February 03, 2017

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEL MATTO ANDREW H

(Last) (First) (Middle)

C/O FORTINET, INC., 899 KIFER
ROAD

(Street)

SUNNYVALE, CA 94086

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FORTINET INC [FTNT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2017		M ⁽¹⁾		7,500	A	\$ 0	13,418	D	
Common Stock	02/01/2017		M ⁽²⁾		1,875	A	\$ 0	15,293	D	
Common Stock	02/01/2017		M ⁽³⁾		7,500	A	\$ 0	22,793	D	
Common Stock	02/01/2017		A ⁽⁴⁾		18,750	A	\$ 0	41,543	D	
Common Stock	02/01/2017		A ⁽⁵⁾		9,492	A	\$ 0	51,035	D	

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Common Stock 02/01/2017 F⁽⁶⁾ 19,720 D \$ 33.1 31,315 D

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁷⁾	02/01/2017		M ⁽¹⁾		7,500		⁽⁸⁾	⁽⁸⁾	Common Stock	7,500
Restricted Stock Units	\$ 0 ⁽⁷⁾	02/01/2017		M ⁽²⁾		1,875		⁽⁹⁾	⁽⁹⁾	Common Stock	1,875
Restricted Stock Units	\$ 0 ⁽⁷⁾	02/01/2017		M ⁽³⁾		7,500		⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEL MATTO ANDREW H C/O FORTINET, INC. 899 KIFER ROAD SUNNYVALE, CA 94086			Chief Financial Officer	

Signatures

/s/ John Whittle, by power of
attorney

02/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Vesting of restricted stock units ("RSUs") granted to the Reporting Person on February 12, 2014.
- (2) Vesting of RSUs granted to the Reporting Person on February 11, 2015.
- (3) Vesting of RSUs granted to the Reporting Person on February 11, 2016.
- (4) Represents shares earned by the Reporting Person as a result of the vesting of performance stock units ("PSUs") granted to the Reporting Person on February 12, 2014.
- (5) Represents shares earned by the Reporting Person as a result of the vesting of PSUs granted to the Reporting Person on February 11, 2015.
- (6) Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs and PSUs.
- (7) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- (8) 25% of the RSUs vested on February 1, 2015, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- (9) 25% of the RSUs vest on February 1, 2016, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- (10) 25% of the RSUs vest on February 1, 2017, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.

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

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