

FORTINET INC

Form 4

November 03, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Xie Michael

(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)  
11/01/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

VP, Engineering & CTO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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                    | 11/01/2015                           |                                                    | M <sup>(1)</sup>               |                                                                   | 1,041                | A          | \$ 0                                                                                          | 6,285,441                                                | D                                                     |
| Common Stock                    | 11/01/2015                           |                                                    | M <sup>(2)</sup>               |                                                                   | 2,500                | A          | \$ 0                                                                                          | 6,287,941                                                | D                                                     |
| Common Stock                    | 11/01/2015                           |                                                    | M <sup>(3)</sup>               |                                                                   | 2,500                | A          | \$ 0                                                                                          | 6,290,441                                                | D                                                     |
| Common Stock                    | 11/01/2015                           |                                                    | F <sup>(4)</sup>               |                                                                   | 3,154                | D          | \$ 34.36 <sup>(5)</sup>                                                                       | 6,287,287                                                | D                                                     |
| Common Stock                    | 11/02/2015                           |                                                    | S <sup>(6)</sup>               |                                                                   | 2,887 <sup>(7)</sup> | D          | \$ 34.7849 <sup>(8)</sup>                                                                     | 6,284,400                                                | D                                                     |

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|              |           |   |                   |
|--------------|-----------|---|-------------------|
| Common Stock | 462,488   | I | See footnote (9)  |
| Common Stock | 2,251,323 | I | See footnote (10) |
| Common Stock | 2,251,323 | I | See footnote (11) |
| Common Stock | 834,866   | I | See footnote (12) |

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. Price of Underlying Securities (Instr. 3 and 4) |                            |                |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|----------------------------------------------------|----------------------------|----------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                              | Amount or Number of Shares |                |
| Restricted Stock Units                     | \$ 0 <u>(13)</u>                                       | 11/01/2015                           |                                                    | M <u>(1)</u>                   |                                                                                         | 1,041                                                    |     | <u>(14)</u>                                                   | <u>(14)</u>     | Common Stock                                       | 1,041                      | \$ <u>(12)</u> |
| Restricted Stock Units                     | \$ 0 <u>(13)</u>                                       | 11/01/2015                           |                                                    | M <u>(2)</u>                   |                                                                                         | 2,500                                                    |     | <u>(15)</u>                                                   | <u>(15)</u>     | Common Stock                                       | 2,500                      | \$ <u>(12)</u> |
| Restricted Stock Units                     | \$ 0 <u>(13)</u>                                       | 11/01/2015                           |                                                    | M <u>(3)</u>                   |                                                                                         | 2,500                                                    |     | <u>(16)</u>                                                   | <u>(16)</u>     | Common Stock                                       | 2,500                      | \$ <u>(12)</u> |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                       |       |
|----------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                            | Director      | 10% Owner | Officer               | Other |
| Xie Michael<br>C/O FORTINET, INC.<br>899 KIFER ROAD<br>SUNNYVALE, CA 94086 | X             |           | VP, Engineering & CTO |       |

## Signatures

/s/ John Whittle, by power of attorney

11/03/2015

\_\_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 August 8, 2012.
- (2) Vesting of RSUs granted to the Reporting Person on February 13, 2013.
- (3) Vesting of RSUs granted to the Reporting Person on February 12, 2014.

(4) 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.

(5) The price per share was based on the fair market value of the Issuer's common stock on the vesting and release date, which, because such date was a Sunday, was the NASDAQ closing price on the last trading date immediately preceding the vesting and release date.

(6) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 2, 2014.

(7) Represents the aggregate of sales effected on the same day at different prices.

(8) Represents the weighted average sales price per share. The shares sold at prices ranging from \$34.76 to \$34.82 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(9) Shares held directly by The K.A. Children's Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.

(10) Shares held directly by the 2014 Michael Xie Grantor Retained Annuity Trust dated March 6, 2014, for which the Reporting Person serves as a trustee.

(11) Shares held directly by the 2014 Danke Wu Grantor Retained Annuity Trust dated March 6, 2014, for which the Reporting Person serves as a trustee.

(12) Shares held directly by the 2010 K.A. Family Trust dated May 3, 2010, for which the Reporting Person serves as a trustee.

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

(14) 25% of the RSUs vested on August 1, 2013, 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.

(15) 25% of the RSUs vested on February 1, 2014, 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.

(16) 25% of the RSUs vest 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

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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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