

DEL MATTO ANDREW H
 Form 4
 February 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(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)
 02/01/2018

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)

Chief Financial Officer

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 | 02/01/2018 | | M ⁽¹⁾ | | 7,500 | A | \$ 0 | 44,539 | D |
| Common Stock | 02/01/2018 | | M ⁽²⁾ | | 1,875 | A | \$ 0 | 46,414 | D |
| Common Stock | 02/01/2018 | | M ⁽³⁾ | | 1,875 | A | \$ 0 | 48,289 | D |
| Common Stock | 02/01/2018 | | M ⁽⁴⁾ | | 10,000 | A | \$ 0 | 58,289 | D |
| Common Stock | 02/01/2018 | | A ⁽⁵⁾ | | 10,711 | A | \$ 0 | 69,000 | D |

Common Stock 02/01/2018 F⁽⁶⁾ 13,080 D \$ 45.87 55,920 D

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

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 control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 ⁽⁷⁾ | 02/01/2018 | | M ⁽¹⁾ | 7,500 | ⁽⁸⁾ / ⁽⁸⁾ | Common Stock | 7,500 |
| Restricted Stock Units | \$ 0 ⁽⁷⁾ | 02/01/2018 | | M ⁽²⁾ | 1,875 | ⁽⁹⁾ / ⁽⁹⁾ | Common Stock | 1,875 |
| Restricted Stock Units | \$ 0 ⁽⁷⁾ | 02/01/2018 | | M ⁽³⁾ | 1,875 | ⁽¹⁰⁾ / ⁽¹⁰⁾ | Common Stock | 1,875 |
| Restricted Stock Units | \$ 0 ⁽⁷⁾ | 02/01/2018 | | M ⁽⁴⁾ | 10,000 | ⁽¹¹⁾ / ⁽¹¹⁾ | Common Stock | 10,000 |

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

02/05/2018

__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) Vesting of RSUs granted to the Reporting Person on February 16, 2017.
- (5) 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 11, 2015.

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

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.
- (7) 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.
- (8) 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.
- (9) 25% of the RSUs vest on February 1, 2018, 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, 2018, 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.
- (11) 25% of the RSUs vest on February 1, 2018, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.