

FORTINET INC  
Form 5  
February 05, 2016

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

## ANNUAL 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

|   |          |          |  |   |
|---|----------|----------|--|---|
| 1. Name and Address of Reporting Person * |          |          | 2. Issuer Name and Ticker or Trading Symbol                  | 5. Relationship of Reporting Person(s) to Issuer  |
| Jensen Keith                              |          |          | FORTINET INC [FTNT]  |   |
| (Last)                                    | (First)  | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | (Check all applicable)  |
|   |          |          | 12/31/2015   | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| C/O FORTINET, INC., 899 KIFER ROAD        |          |          | 4. If Amendment, Date Original Filed (Month/Day/Year)        | Chief Accounting Officer  |
|   | (Street) |          |  | 6. Individual or Joint/Group Reporting (check applicable line)  |
|   |          |          |  | <input type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person  |
| (City)                                    | (State)  | (Zip)    |  |   |

SUNNYVALE, CA 94086

### 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |                                   |

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.**

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### 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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|  |                                    |                                      |  |                                |   |  |   |

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| Derivative Security    |   |            |   | or Disposed of (D) (Instr. 3, 4, and 5) | (A)   | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|------------------------|---|------------|---|---|-------|-----|------------------|-----------------|--------------|----------------------------|
|                        |   |            |   |   |       |     |                  |                 |              |                            |
| Restricted Stock Units | ^ | 08/05/2015 | ^ | A4                                      | 5,000 | ^   | ^ (2)            | ^ (2)           | Common Stock | 5,000                      |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Jensen Keith<br>C/O FORTINET, INC.<br>899 KIFER ROAD<br>SUNNYVALE, CA 94086 | ^             | ^         | ^ Chief Accounting Officer | ^     |

**Signatures**

/s/ John Whittle, by power of attorney  
 Date: 02/05/2016  
 \*\*Signature of Reporting Person

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock. 25% of the RSUs vest on August 1, 2016, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary
- (2) 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 provided 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.