

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):
June 12, 2026**

FORTINET, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34511
(Commission
File Number)

77-0560389
(IRS Employer
Identification No.)

**909 Kifer Road
Sunnyvale, CA 94086**
(Address of principal executive offices, including zip code)

(408) 235-7700
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Exchange Act:

(Title of each class)	(Trading Symbol)	(Name of exchange on which registered)
Common Stock, \$0.001 Par Value	FTNT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders of Fortinet, Inc. (“Fortinet”) held on June 12, 2026 (the “Annual Meeting”), there were present, in person or by proxy, holders of 645,371,440 shares of common stock, or approximately 88.15% of the total outstanding shares eligible to be voted. The holders present voted on the three proposals presented at the Annual Meeting as follows:

Proposal One - Election of Directors.

Fortinet’s stockholders approved the election of nine directors to Fortinet’s Board of Directors, each to serve for a one-year term expiring at the 2027 Annual Meeting of Stockholders and until such director’s successor is elected and qualified, by the following votes:

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Ken Xie	529,845,773	42,170,335	0	73,355,332
Michael Xie	567,230,046	4,786,062	0	73,355,332
Kenneth A. Goldman	483,789,941	88,226,167	0	73,355,332
Ming Hsieh	501,896,064	70,120,044	0	73,355,332
Jean Hu	571,412,763	603,345	0	73,355,332
Janet Napolitano	570,789,627	1,226,481	0	73,355,332
Judith Sim	532,383,923	39,632,185	0	73,355,332
Admiral James Stavridis (Ret)	527,197,202	44,818,906	0	73,355,332
Derek Kan	569,411,608	2,604,500	0	73,355,332

Proposal Two - Ratification of Appointment of Independent Registered Public Accounting Firm.

Fortinet’s stockholders ratified the appointment of Deloitte & Touche LLP as Fortinet’s independent registered accounting firm for the fiscal year ending December 31, 2026 by the following votes:

Votes For	Votes Against	Abstentions
604,142,871	40,813,457	415,112

Proposal Three - Advisory Vote on the Compensation of Fortinet’s Named Executive Officers.

Fortinet’s stockholders cast their votes with respect to the advisory vote on Fortinet’s named executive officer compensation as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
506,869,004	64,560,858	586,246	73,355,332

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Fortinet, Inc.

Date: June 16, 2026

By:

/s/ JOHN WHITTLE

John Whittle
Chief Operating Officer