

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

SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1)
or 13(e)(1) of the Securities Exchange Act of 1934

MERU NETWORKS, INC.

(Name of Subject Company (Issuer))

MALBROUCK ACQUISITION CORP.

a wholly owned direct subsidiary of

FORTINET, INC.

(Names of Filing Persons (Offerors))

Common Stock, Par Value \$0.0005 Per Share
(Title of Class of Securities)

59047Q103

(Cusip Number of Class of Securities)

John Whittle
Vice President and General Counsel
Fortinet, Inc.
899 Kifer Road
Sunnyvale, California 94086
Telephone: (408) 235-7700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

Jeffrey R. Vetter
Fenwick & West LLP
801 California Street
Mountain View, California 94041
Telephone: (650) 988-8500

CALCULATION OF FILING FEE

| Transaction Valuation | Amount of Filing Fee |
|-----------------------|----------------------|
| N/A* | N/A* |

* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing because it relates solely to preliminary communications made before the commencement of a tender offer.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provisions(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Tender Offer Statement on Schedule TO (this "Statement") relates solely to preliminary communications made before the commencement of a planned tender offer by Malbrouck Acquisition Corp. ("Merger Sub"), a wholly-owned subsidiary of Fortinet, Inc. ("Fortinet"), for all of the outstanding common stock of Meru Networks, Inc. ("Meru"), to be commenced pursuant to the Agreement and Plan of Merger, dated as of May 27, 2015, among Merger Sub, Fortinet and Meru.

The tender offer has not yet commenced. This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of the Meru, nor is it a substitute for the tender offer materials that Fortinet and Merger Sub will file with the SEC upon commencement of the tender offer. At the time the tender is commenced, Fortinet and Merger Sub will file tender offer materials on Schedule TO, and the Meru will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) and the Solicitation/Recommendation Statement will contain important information. Holders of shares of Meru are urged to read these documents when they become available because they will contain important information that holders of Meru securities should consider before making any decision regarding tendering their securities. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Meru at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's web site at www.sec.gov.

EXHIBIT INDEX

| | |
|--------------|--|
| Exhibit 99.1 | Joint Press Release issued by Fortinet, Inc. and Meru Networks, Inc. on May 27, 2015 |
| Exhibit 99.2 | Employee Presentation issued by Fortinet, Inc. on May 27, 2015 |
| Exhibit 99.3 | Email sent to employees of Meru Networks, Inc. on May 27, 2015 |

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Fortinet Announces Agreement to Acquire Meru Networks

Acquisition Expected to Bolster Fortinet's Secure Wireless Solutions, Add Enterprise Customers, and Expand Total Addressable Market

SUNNYVALE, Calif. – May 27, 2015 – Fortinet (NASDAQ: FTNT), the global leader in high-performance cyber security solutions, and Meru Networks (NASDAQ: MERU), a leader in intelligent Wi-Fi networking, today announced a definitive agreement for Fortinet to acquire Meru. The acquisition is synergistic with Fortinet's secure wireless vision and enterprise growth focus, broadens the company's solutions portfolio, and expands its opportunity to uniquely address the \$5B global enterprise Wi-Fi market¹ with integrated and intelligent secure wireless solutions. Leading the trend to provide broad security for wired and wireless networks and devices, Fortinet also announced today a new FortiGuard mobile security subscription service to protect mobile devices and applications across the enterprise.

Easy and efficient deployment, flexibility and scalability are factors that favor Wi-Fi based solutions. Along with these factors, the bring your own device (BYOD) concept has brought the power of convenient connectivity and efficiency to end-users who have come to expect secure access to their enterprise network, regardless of location. All of this has driven widespread adoption of Wi-Fi by enterprises of every size. However, this expansion of the network to unknown and untrusted mobile devices creates significant IT security risks amidst the most dangerous cyber threat environment enterprises have ever experienced. Fortinet's innovative convergence of security and wireless is critical and creates value for customers by broadening an integrated, secure network fabric and enabling protection of transmitted information, while allowing efficient management of the network and devices.

Fortinet's proven solutions in secure Wi-Fi markets, with its FortiAP secure wireless access points and FortiWiFi integrated security appliances for enterprise branch offices and small businesses have been among the fastest growing products in the company's "advanced technologies" portfolio. The addition of Meru's intelligent Wi-Fi solutions to the Fortinet portfolio extends the delivery of a secure, uninterrupted user experience – anytime anywhere – providing peak performance in environments requiring high capacity load and a high-density of wireless users, such as enterprise, education, healthcare, and hospitality.

¹ Source: Dell'oro Group

Meru's broad solution set includes:

- Access points that deliver wireless connectivity to support data, voice, and video applications with superior performance, low latency and reliability.
- Controllers to optimize wireless traffic across access points and client devices meeting mission-critical enterprise demands for wireless connectivity.
- SDN enabled Wi-Fi system software that seamlessly manages and secures wired and wireless LANs, as well as efficiently provisions Wi-Fi enabled end-user devices.
- Cloud and virtual wireless controllers and appliances that provide unprecedented choice and flexibility in deploying and scaling wireless infrastructure, whether through a data center or private cloud environment.

"The acquisition of Meru Networks maps to our overall security vision of combining strong network security with ubiquitous connectivity," said Ken Xie, founder, chairman and CEO of Fortinet. "We expect this to accelerate our innovation through the delivery of new solutions and services to help enterprises of all sizes deploy, manage and secure wired and wireless networks in a mobile era. We believe the extension of our market-leading end-to-end security platform will increase our growth opportunities and benefit our customers and partners globally."

In a separate press release today, Fortinet announced the launch of a new FortiGuard Mobile Security subscription service. Deployable on its industry-leading FortiGate integrated security appliances, this new service is designed to protect mobile devices across the enterprise, particularly in BYOD scenarios. Synergistic with the Meru acquisition, the FortiGuard Mobile Security subscription services strengthen Fortinet's solutions platform and reinforce its commitment to protecting enterprise customers' critical assets in both wired and wireless environments.

The acquisition of Meru Networks adds an experienced research and engineering team to help accelerate Fortinet's strategy to secure and manage wired and wireless devices together at any entry point to the network.

In addition, Meru's portfolio of more than 33 awarded patents and 35 pending patents bolsters Fortinet's more than 210 issued and allowed patents worldwide, and over 165 pending patent applications, and represent innovation that will benefit the more than 14,000 Meru customers and 210,000 Fortinet customers worldwide.

"The combination of Fortinet and Meru is expected to strengthen our position in the overall enterprise wireless market, addressing the requirements of CIOs to provide secure, uninterrupted connectivity for their highly mobile end-users," said Dr. Bami Bastani, president and CEO of Meru Networks. "Meru's technology differentiation, and its position as the only ONF-certified SDN wireless solution, along with Fortinet's core, edge and access security solutions, will provide a broader solutions portfolio for our sales teams and channel partners."

Under the terms of the agreement, Fortinet will pay \$1.63 per Meru share in cash, an equity value of approximately \$44 million for the transaction.

The acquisition is expected to close during the third quarter of calendar year 2015, subject to customary closing conditions. Fortinet expects the transaction to have no material impact on billings, revenue, operating margins or non-GAAP profitability for the full year 2015. Once the transaction closes, Fortinet will include Meru in its guidance going forward and provide additional financial details in its second quarter 2015 financial results announcement. Prior to the close, Fortinet and Meru will continue to operate as separate companies.

Meru was founded in 2002 and completed its initial public offering in 2010. The company is based in Sunnyvale, CA, and has more than 300 employees worldwide. For the full year ended December, 2014, Meru reported revenue of \$90.9 million.

About Meru Networks

Meru Networks (NASDAQ: MERU) is a leader in intelligent 802.11ac Wi-Fi solutions delivering uninterrupted user experience for education, healthcare, hospitality and enterprise. The Meru open-standards-based architecture is designed to enable unified management of wired and wireless networks. Its end-to-end application QoS enables enforceable service-level agreements. Meru provides top performance and high capacity in high-density environments. Visit www.merunetworks.com or call (408) 215-5300 for more information.

About Fortinet

Fortinet (NASDAQ: FTNT) protects the most valuable assets of some of the largest enterprise, service provider and government organizations across the globe. The company's fast, secure and global cyber security solutions provide broad, high-performance protection against dynamic security threats while simplifying the IT infrastructure. They are strengthened by the industry's highest level of threat research, intelligence and analytics. Unlike pure-play network security providers, Fortinet can solve organizations' most important security challenges, whether in networked, application or mobile environments - be it virtualized/cloud or physical. More than 210,000 customers worldwide, including some of the largest and most complex organizations, trust Fortinet to protect their brands. Learn more at <http://www.fortinet.com>, the Fortinet Blog or FortiGuard Labs.

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Additional Information

The tender offer has not yet commenced. This release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Meru, nor is it a substitute for the tender offer materials that Fortinet and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender is commenced, Fortinet and its acquisition subsidiary will file tender offer materials on Schedule TO, and Meru will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) and the Solicitation/Recommendation Statement will contain important information. Holders of shares of Meru are urged to read these documents when they become available because they will contain important information that holders of Meru securities should consider before making any decision regarding tendering their securities. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Meru at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's web site at www.sec.gov.

Forward-looking Statements

This press release contains forward-looking statements that involve risks and uncertainties. These forward-looking statements include statements regarding acquisition synergies and benefits to Fortinet, the growth of the WiFi market and demand for Fortinet's offerings, growth opportunities, the closing of the acquisition and impact of the acquisition, momentum in Fortinet's business and momentum with the offerings discussed in this press release, potential growth of Fortinet's business, product performance, and timing of the transaction. Although we attempt to be accurate in making forward-looking statements, it is possible that future circumstances might differ from the assumptions on which such statements are based. Important factors that could cause results to differ materially from the statements herein include the following: general economic risks; execution risks with acquisitions; closing conditions; risks associated with sales not materializing based on a change in circumstances; disruption to sales following acquisitions; increasing competitiveness in the security and WiFi markets; ability to retain key personnel from the acquisition; the dynamic nature of the security and WiFi markets; specific economic risks in different geographies, and among different customer segments; changes in foreign currency exchange rates; uncertainty regarding increased business and renewals from existing customers; uncertainties around continued success in sales growth and market share gains; failure to convert sales pipeline into final sales; risks associated with successful implementation of multiple integrated software products and other product functionality risks; execution risks around new product development and introductions and innovation; product defects; unexpected costs, assumption of unknown liabilities and increased costs for any reason; litigation and disputes and the potential cost, distraction and damage to sales and reputation caused thereby; market acceptance of new products and services; the ability to attract and retain personnel; changes in strategy; risks associated with management of growth; lengthy sales and implementation cycles, particularly in larger organizations; technological changes that make our products and services less competitive; risks associated with the adoption of, and demand for, our model in general and by specific

customer segments; competition and pricing pressure; and the other risk factors set forth from time to time in our most recent Annual Report on Form 10-K, our most recent Quarterly Report on Form 10-Q and our other filings with the SEC, copies of which are available free of charge at the SEC's website at www.sec.gov or upon request from our investor relations department. All forward-looking statements herein reflect our opinions only as of the date of this release, and we undertake no obligation, and expressly disclaim any obligation, to update forward-looking statements herein in light of new information or future events.



Meru Helps to Accelerate the Fortinet Enterprise Mobile Security Vision

May 2015



■ **Forward-looking Statements**

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- Ken Xie – CEO
- John Maddison – VP Marketing
- Joe Sykora – VP Americas Sales Operations and Channels
- Venkat Adusumilli – VP Engineering
- Amanda Mallow – VP Human Resources

Who is Fortinet?



Founded 2000
CEO - Ken Xie
CTO - Michael Xie



IPO – 2009
FTNT



Revenue
2014 - \$772M (+25%)
Cash
\$1B+



3000+
People Globally



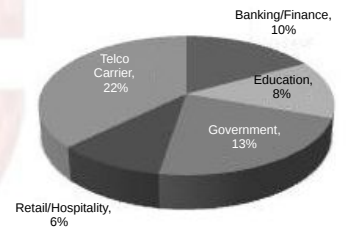
225,000
Customers



1.9 Million
Units Shipped

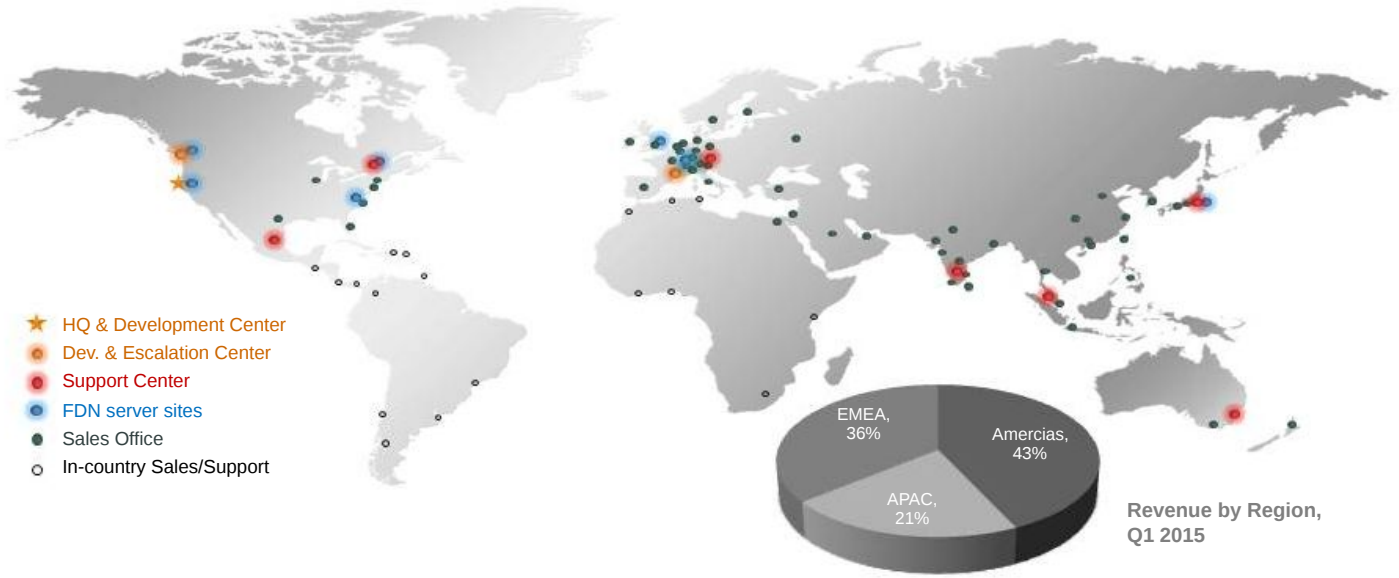


Main Market
Network Security
~ \$6.5B



Figures based on Fortinet Q4 2014 Results

Fortinet Presence (80+ Locations globally)



- ★ HQ & Development Center
- Dev. & Escalation Center
- Support Center
- FDN server sites
- Sales Office
- In-country Sales/Support

Revenue by Region, Q1 2015

Wi-Fi Infrastructure Trends



WLAN catching LAN



Cloud AP Management growing beyond SMB



IoT



Mobile (BYOD) Protection Critical



Cross Community Authentication Essential



Service Levels need to be monitored

Both Companies Win

FORTINET®

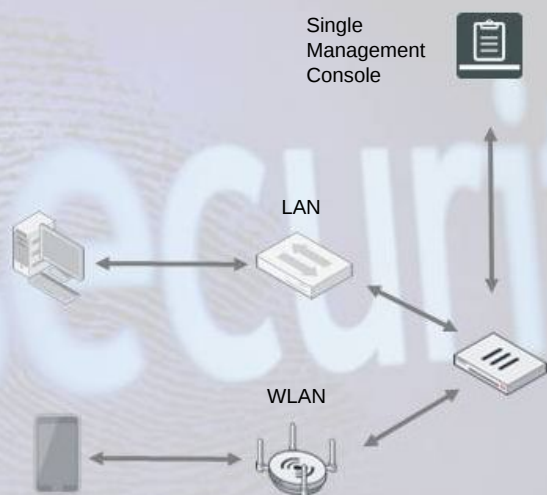
- **Additional Wireless Expertize**
 - » Talented people to help accelerate our Wi-Fi innovations and go-to-market efforts.
- **Additional Customers**
 - » Installed base of new enterprise wireless customers in different market segments/verticals
- **Additional Wireless Products**
 - » Enterprise-class products that complement and scale Fortinet's wireless offerings
- **Additional Patents**
 - » 33 important wireless patents that add to Fortinet's portfolio of 210+ patents.

MERU®

- **Expanded Security Expertize**
 - » FortiGuard Threat Intelligence integration
- **Expanded Investment**
 - » Solid financial backing for innovation
- **Expanded Infrastructure**
 - » Much expanded global support infrastructure
- **Expanded Customer Exposure**
 - » Hugely expanded Major Enterprise Account opportunities

- **Wireless and Security Convergence**
 - Single Pane of Management
 - Secure Wireless Access Points
- **Enterprise Mobile Device Protection**
 - FortiGuard Mobile Security Subscription Services
 - Protection Against Mobile Malware
 - Manage Mobile Apps

Wireless and Security Convergence



- Secure Wireless Access Points
- Secure Ethernet Access
- Single Management Console for WLAN and LAN
- Service Management (SLA)

Mobile Device Protection



SECURED BY
FORTIGUARD®

Mobile
Security
Updates



- Mobile Security Protection from Malware
- Mobile Application & Malware Security
- Real-Time Security Updates from FortiGuard
- Subscription Based Service

New Mobile Security FortiGuard Service

- Protects Mobile Devices especially in BYOD environments. Consists of two services;
- **Mobile Application Control**
- **Mobile Malware Protection**
- Can be applied to Networking Infrastructure including Wireless Access Points



FortiGuard Services applied across the end to end Enterprise Network

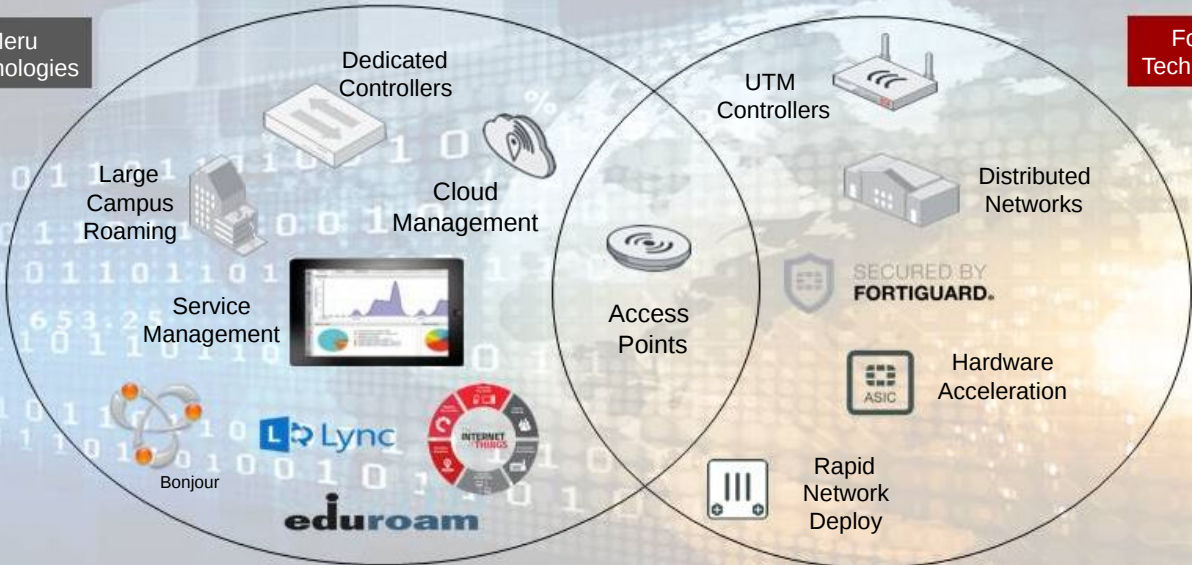


Complementary Wireless Product/Technology Portfolio



Meru
Technologies

Fortinet
Technologies





Let's become the #1 in Enterprise Mobile Security Together!



▪ **Additional Information**

- In connection with the proposed acquisition, Fortinet will commence a tender offer for the outstanding shares of Meru. The tender offer has not yet commenced. This presentation is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Meru, nor is it a substitute for the tender offer materials that Fortinet and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender is commenced, Fortinet and its acquisition subsidiary will file tender offer materials on Schedule TO, and Meru will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) and the Solicitation/Recommendation Statement will contain important information. Holders of shares of Meru are urged to read these documents when they become available because they will contain important information that holders of Meru securities should consider before making any decision regarding tendering their securities. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Meru at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's web site at www.sec.gov.

FORTINET®

Meru team,

As you have now heard, this morning, we announced a definitive agreement for Fortinet to acquire Meru Networks. I would like to take this opportunity to welcome you to the Fortinet family. This exciting acquisition news will provide important opportunities for all involved, and will expand our joint opportunity to address a larger portion of the growing \$5B global enterprise secured Wi-Fi market.

As a dynamic leader in the network security industry, Fortinet has grown significantly over the past 15-years due to our drive to consistently innovate and provide our customers with the best solutions available. The Meru acquisition is aligned to our vision of combining strong network security with ubiquitous connectivity. The addition of Meru's Wi-Fi solutions to our successful Wi-Fi product set extends the delivery of a secure, uninterrupted user experience and provides peak performance in environments requiring high capacity load and a high-density of wireless users. This will help us all accelerate innovation through the delivery of new solutions and services, will increase our growth opportunities, and provide significant benefits to our customers and partners globally.

This acquisition is expected to close during the third quarter of 2015. Prior to the close, both Fortinet and Meru will continue to operate as separate companies. Upon completion of the transaction Meru employees will join our company under the Fortinet name.

Fortinet is dedicated to becoming the #1 standalone network security company, and our strategy to reach that goal is well underway. We have set our path in the right direction and will continue to make business decisions that will drive us further toward market leadership. The acquisition of Meru is one of those important decisions.

I, and the entire Fortinet team, look forward to working with all of you to realize accelerated growth and ongoing customer success.

Sincerely,

Ken Xie
Founder, Chairman and CEO, Fortinet

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