

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Whittle John</u> _____ (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 <u>Fortinet, Inc. [FTNT]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP Corp Dev&Strat Alliance,GC		
			3. Date of Earliest Transaction (Month/Day/Year) 02/20/2020					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	02/20/2020		M ⁽¹⁾		626	A	\$23.83	1,895	D	
Common Stock	02/20/2020		M ⁽¹⁾		626	A	\$37.24	2,521	D	
Common Stock	02/20/2020		M ⁽¹⁾		1,216	A	\$49.06	3,737	D	
Common Stock	02/20/2020		S ⁽¹⁾		470	D	\$116.7591 ⁽²⁾	3,267	D	
Common Stock	02/20/2020		S ⁽¹⁾		1,206	D	\$117.9619 ⁽³⁾	2,061	D	
Common Stock	02/20/2020		S ⁽¹⁾		624	D	\$119.2242 ⁽⁴⁾	1,437	D	
Common Stock	02/20/2020		S ⁽¹⁾		168	D	\$119.6881 ⁽⁵⁾	1,269	D	
Common Stock	02/21/2020		M ⁽¹⁾		8,398	A	\$84.49	9,667	D	
Common Stock	02/21/2020		S ⁽¹⁾		4,024	D	\$114.2495 ⁽⁶⁾	5,643	D	
Common Stock	02/21/2020		S ⁽¹⁾		3,974	D	\$115.4118 ⁽⁷⁾	1,669	D	
Common Stock	02/21/2020		S ⁽¹⁾		200	D	\$116.57 ⁽⁸⁾	1,469	D	
Common Stock	02/21/2020		S ⁽¹⁾		200	D	\$117.615 ⁽⁹⁾	1,269	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$23.83	02/20/2020		M ⁽¹⁾			626	(10)	02/11/2023	Common Stock	626	\$0.00	625	D	
Stock Option (right to buy)	\$37.24	02/20/2020		M ⁽¹⁾			626	(11)	02/16/2024	Common Stock	626	\$0.00	16,249	D	
Stock Option (right to buy)	\$49.06	02/20/2020		M ⁽¹⁾			1,216	(12)	02/20/2025	Common Stock	1,216	\$0.00	49,840	D	
Stock Option (right to buy)	\$84.49	02/21/2020		M ⁽¹⁾			8,398	(13)	02/21/2026	Common Stock	8,398	\$0.00	25,196	D	
Restricted Stock Units	\$0.00 ⁽¹⁴⁾	02/21/2020		A			7,932	(15)	(15)	Common Stock	7,932	\$0.00	7,932	D	
Nonqualified Stock Option (right to buy)	\$114.48	02/21/2020		A			23,796	(16)	02/21/2027	Common Stock	23,796	\$0.00	23,796	D	

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$116.30 and the highest price at which shares were sold was \$117.24. The reporting person undertakes to provide upon

request to the staff of the Securities Exchange Commission, the issuer or its stockholders, full information regarding the total number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5), (6), (7), (8) and (9) to this Form 4.

3. Represents the weighted average sale price. The lowest price at which shares were sold was \$117.33 and the highest price at which shares were sold was \$118.31.
4. Represents the weighted average sale price. The lowest price at which shares were sold was \$118.60 and the highest price at which shares were sold was \$119.60.
5. Represents the weighted average sale price. The lowest price at which shares were sold was \$119.61 and the highest price at which shares were sold was \$119.83.
6. Represents the weighted average sale price. The lowest price at which shares were sold was \$113.82 and the highest price at which shares were sold was \$114.82.
7. Represents the weighted average sale price. The lowest price at which shares were sold was \$115.04 and the highest price at which shares were sold was \$115.82.
8. Represents the weighted average sale price. The lowest price at which shares were sold was \$116.09 and the highest price at which shares were sold was \$117.05.
9. Represents the weighted average sale price. The lowest price at which shares were sold was \$117.42 and the highest price at which shares were sold was \$117.81.
10. 1/4 of the shares subject to the option vested on February 11, 2017 and 1/48 of the shares subject to the option will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
11. 1/4 of the shares subject to the option vested on February 16, 2018 and 1/48 of the shares subject to the option will vest monthly thereafter, subject to the Reporting Person's provision of service to the issuer on each vesting date.
12. 1/4 of the shares subject to the option vested on February 20, 2019 and 1/48 of the shares subject to the option will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
13. 1/4 of the shares subject to the option vested on February 21, 2020 and 1/48 of the shares subject to the option will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
14. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
15. 25% of the RSUs will vest on February 1, 2021, and the remaining 75% of the RSUs will vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the Reporting Person's provision of service to the Issuer on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
16. 1/4 of the shares subject to the option will vest on February 21, 2021 and 1/48 of the shares subject to the option will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.

Remarks:

/s/ Robert Turner, by power of attorney 02/24/2020

** Signature of Reporting Person Date

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

* 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).

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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