

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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 20, 2014**

**FORTINET, INC.**

(Exact name of registrant as specified in its charter)

**State of Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34511**  
(Commission  
File Number)

**77-0560389**  
(IRS Employer  
Identification No.)

**899 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:

- 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))

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

At the Annual Meeting of Stockholders of Fortinet, Inc. (“Fortinet” or the “Company”) held on June 20, 2014 (the “Annual Meeting”), there were present in person or by proxy, holders of 151,780,007 shares of common stock, or approximately 93% 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 two Class II directors to Fortinet’s Board of Directors by the following votes:

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Michael Xie	124,320,269	107,364	2,608,007	24,744,367
William H. Neukom	125,669,173	1,016,362	350,105	24,744,367

**Proposal Two — Ratification of Appointment of Independent Registered Accounting Firm**

Fortinet’s stockholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered accounting firm for the fiscal year ending December 31, 2014 by the following votes:

Votes For	Votes Against	Abstentions
147,296,089	4,426,407	57,511

**Proposal Three — Advisory Vote on Executive Compensation**

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

Votes For	Votes Against	Abstentions	Broker Non-Votes
126,007,747	341,645	686,248	24,744,367

**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 23, 2014

By: /s/ JOHN WHITTLE

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**John Whittle**

**Vice President and General Counsel**