

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Xie Michael</u>  (Last) (First) (Middle) C/O FORTINET, INC. 899 KIFER ROAD  (Street) SUNNYVALE CA  (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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP, Engineering & CTO
	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year) 02/12/2020		

**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	02/11/2020		s <sup>(1)</sup>		2,884	D	\$116.9946 <sup>(2)</sup>	6,211,287	D	
Common Stock	02/11/2020		s <sup>(1)</sup>		1,782	D	\$117.7181 <sup>(3)</sup>	6,209,505	D	
Common Stock	02/11/2020		s <sup>(1)</sup>		1,977	D	\$119.0289 <sup>(4)</sup>	6,207,528	D	
Common Stock	02/11/2020		s <sup>(1)</sup>		700	D	\$119.6814 <sup>(5)</sup>	6,192,828 <sup>(6)</sup>	D	
Common Stock								1,991,686	I <sup>(7)</sup>	See Footnote <sup>(8)</sup>
Common Stock								3,618,214	I <sup>(7)</sup>	See Footnote <sup>(9)</sup>

**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)
						Date Exercisable	Expiration Date					

**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 \$116.49 and the highest price at which shares were sold was \$117.48. 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) and (5) to this Form 4.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$117.51 and the highest price at which shares were sold was \$117.92.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$118.52 and the highest price at which shares were sold was \$119.47.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$119.55 and the highest price at which shares were sold was \$120.10.
- This amendment to Form 4 reflects the correct number of shares directly held by the Reporting Person after giving effect to a gift of shares reported on Form 5 filed by the Reporting Person on February 13, 2020.
- This amendment to Form 4 includes the Reporting Person's indirect holdings, which were inadvertently omitted in Form 4 filed on February 12, 2020.
- Shares held directly by the 2010 K.A. Family Trust dated May 3, 2010, for which the Reporting Person serves as a trustee.
- Shares held directly by The K.A. Children's Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.

**Remarks:**

/s/ Robert Turner, by power of attorney 02/13/2020

\*\* 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.

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 Number.