

**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>Xie Michael</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Engineering &amp; CTO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/24/2021		s <sup>(1)</sup>		8,059	D	\$166.8819 <sup>(2)</sup>	6,061,966	D	
Common Stock	02/24/2021		s <sup>(1)</sup>		3,505	D	\$167.4261 <sup>(3)</sup>	6,058,461	D	
Common Stock	02/24/2021		s <sup>(1)</sup>		9,318	D	\$168.9354 <sup>(4)</sup>	6,049,143	D	
Common Stock	02/24/2021		s <sup>(1)</sup>		19,118	D	\$169.6638 <sup>(5)</sup>	6,030,025	D	
Common Stock	02/24/2021		s <sup>(1)</sup>		9,503	D	\$166.9679 <sup>(6)</sup>	3,518,711	I	See Footnote <sup>(7)</sup>
Common Stock	02/24/2021		s <sup>(1)</sup>		2,566	D	\$167.8031 <sup>(8)</sup>	3,516,145	I	See Footnote <sup>(7)</sup>
Common Stock	02/24/2021		s <sup>(1)</sup>		21,903	D	\$169.1474 <sup>(9)</sup>	3,494,242	I	See Footnote <sup>(7)</sup>
Common Stock	02/24/2021		s <sup>(1)</sup>		6,028	D	\$169.6011 <sup>(10)</sup>	3,488,214	I	See Footnote <sup>(7)</sup>
Common Stock								1,991,686	I	See Footnote <sup>(11)</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)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- The transactions 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 \$166.18 and the highest price at which shares were sold was \$167.18. 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) through (6), (8), (9) and (10) to this Form 4.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$167.19 and the highest price at which shares were sold was \$167.99.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$168.29 and the highest price at which shares were sold was \$169.28.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$169.30 and the highest price at which shares were sold was \$170.19.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$166.43 and the highest price at which shares were sold was \$167.40.
- Shares held directly by The K.A. Children's Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$167.455 and the highest price at which shares were sold was \$168.37.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$168.47 and the highest price at which shares were sold was \$169.47.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$169.475 and the highest price at which shares were sold was \$169.87.
- Shares held directly by the 2010 K.A. Family Trust dated May 3, 2010, for which the Reporting Person serves as a trustee.

**Remarks:**

/s/ Robert Turner, by power of 02/25/2021

[attorney](#)

\*\* 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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