FORTINET INC

Form 5

February 05, 2016

FORM 5

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

1. Name and Address of Reporting Person * Jensen Keith

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

FORTINET INC [FTNT]

(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle)

(Month/Day/Year)

Director _X__ Officer (give title 12/31/2015

10% Owner Other (specify

below) below) Chief Accounting Officer

C/O FORTINET, INC., Â 899 KIFER **ROAD**

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

SUNNYVALE, Â CAÂ 94086

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. Transaction Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

or

Amount (D) Price

(A)

(Instr. 3 and 4)

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Derivative or Disposed Security of (D)
(Instr. 3, 4,

(Instr. 3, and 5)

(A) (D) Date Expiration Title Exercisable Date

or Number of Shares

Amount

Restricted

Stock \hat{A} 08/05/2015 \hat{A} A4 5,000 \hat{A} \hat{A} $\frac{(2)}{\text{Stock}}$ \hat{A} $\frac{(2)}{\text{Stock}}$ 5,000

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jensen Keith

C/O FORTINET, INC. 899 KIFER ROAD Â Â Â Chief Accounting Officer Â

SUNNYVALE, CAÂ 94086

Signatures

/s/ John Whittle, by power of attorney 02/05/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- 25% of the RSUs vest on August 1, 2016, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary (2) thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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