**GOETZ JAMES J** Form 3 July 19, 2012

# FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

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January 31, 2005

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person \*

GOETZ JAMES J

(Last)

1. Title of Security

(Instr. 4)

(First)

(Middle)

Statement

(Month/Day/Year)

07/19/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Palo Alto Networks Inc [PANW]

4. Relationship of Reporting

\_X\_ Director

Officer

Person(s) to Issuer

(give title below) (specify below)

5. If Amendment, Date Original

Filed(Month/Day/Year)

3000 SAND HILL ROAD, 4-250

(Street)

(Check all applicable)

10% Owner Other

6. Individual or Joint/Group

Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

MENLO PARK. CAÂ 94025

(City) (State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise Price of

Derivative

Security

5. Ownership Form of Derivative Security:

Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Amount or Title

(I) (Instr. 5)

or Indirect Number of Shares

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Series C Preferred Stock	(1)	(1)	Common Stock	16,150	\$ <u>(1)</u>	I	By Sequoia Capital Growth Partners III, LP (2)
Series C Preferred Stock	(1)	(1)	Common Stock	76,202	\$ <u>(1)</u>	I	By Sequoia Capital Growth III Principals Fund, LLC (2)
Series C Preferred Stock	(1)	(1)	Common Stock	1,475,592	\$ <u>(1)</u>	I	By Sequoia Capital Growth Fund III, LP (2)
Series A-1 Preferred Stock	(1)	(1)	Common Stock	6,690	\$ (1)	I	By Sequoia Technology Partners XI, LP (3)
Series A-1 Preferred Stock	(1)	(1)	Common Stock	23,038	\$ <u>(1)</u>	I	By Sequoia Capital XI Principals Fund, LLC (3)
Series A-1 Preferred Stock	(1)	(1)	Common Stock	211,772	\$ <u>(1)</u>	I	By Sequoia Capital XI, LP (3)
Series A-2 Preferred Stock	(1)	(1)	Common Stock	242,600	\$ <u>(1)</u>	I	By Sequoia Technology Partners XI, LP (3)
Series A-2 Preferred Stock	(1)	(1)	Common Stock	835,528	\$ <u>(1)</u>	I	By Sequoia Capital XI Principals Fund, LLC (3)
Series A-2 Preferred Stock	(1)	(1)	Common Stock	7,680,022	\$ <u>(1)</u>	I	By Sequoia Capital XI, LP (3)
Series B Preferred Stock	(1)	(1)	Common Stock	66,089	\$ <u>(1)</u>	I	By Sequoia Technology Partners XI, LP (3)
Series B Preferred Stock	(1)	(1)	Common Stock	227,612	\$ <u>(1)</u>	I	By Sequoia Capital XI Principals Fund, LLC (3)
Series B Preferred Stock	(1)	(1)	Common Stock	2,092,167	\$ <u>(1)</u>	I	By Sequoia Capital XI, LP (3)
Series C Preferred Stock	(1)	(1)	Common Stock	20,017	\$ <u>(1)</u>	I	By Sequoia Technology Partners XI, LP (3)
Series C Preferred Stock	(1)	(1)	Common Stock	68,938	\$ <u>(1)</u>	I	By Sequoia Capital XI Principals Fund, LLC (3)

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Series C Preferred Stock  $\hat{A}$   $\stackrel{(1)}{=}$   $\stackrel{(1)}{=}$ 

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOETZ JAMES J

3000 SAND HILL ROAD, 4-250  $\hat{A}$  X  $\hat{A}$   $\hat{A}$   $\hat{A}$  MENLO PARK,  $\hat{A}$  CA $\hat{A}$  94025

Signaturas

**Signatures** 

/s/ Melinda Dunn, by power of attorney for James J. Goetz

07/19/2012

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
  - Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock
- (1) automatically converts into Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date.
  - James Goetz is a managing member of SCGF III Management, LLC ("SCGF III Management"). SCGF III Management is the general partner of Sequoia Capital Growth Partners III, LP ("SCGP III") and Sequoia Capital Growth Fund III, LP ("SCGF III") and is the managing member of Sequoia Capital Growth III Principals Fund, LLC ("SCG III"). By virtue of these relationships, Mr. Goetz may be
- (2) deemed to share voting and dispositive power with respect to the shares held by SCGP III, SCGF III and SCG III. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
  - James Goetz is a non-managing member of SC XI Management, LLC ("SC XI Management"). SC XI Management is the general partner of Sequoia Capital XI, LP and Sequoia Technology Partners XI, LP and is the managing member of Sequoia Capital XI Principals Fund.
- (3) LLC. In addition, Mr. Goetz is a member of Sequoia Capital XI Principals Fund, LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.



#### **Remarks:**

Exhibit 24- Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space 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.

Reporting Owners 3