

FORTINET INC  
Form 8-K  
June 22, 2015

**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 19, 2015**

**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.)**

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**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 19, 2015 (the Annual Meeting ), there were present in person or by proxy, holders of 160,517,415 shares of common stock, or approximately 95% 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 III directors to Fortinet s Board of Directors by the following votes:

| <b>Nominee</b> | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|----------------|------------------|----------------------|--------------------|-------------------------|
| Ken Xie        | 134,651,410      | 4,070,566            | 15,970             | 21,779,469              |
| Hong Liang Lu  | 137,570,955      | 1,151,522            | 15,469             | 21,779,469              |

***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, 2015 by the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 159,440,717      | 1,051,747            | 24,951             |

***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:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 138,061,445      | 577,124              | 99,377             | 21,779,469              |

**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.**

By: /s/ JOHN WHITTLE  
**John Whittle**

**Vice President and General Counsel**

Date: June 19, 2015