

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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, 2020**

FORTINET, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34511
(Commission
File Number)

77-0560389
(IRS Employer
Identification No.)

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 (see General Instruction A.2. below):

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Exchange Act:

(Title of each class)
Common Stock, \$0.001 Par Value

(Trading Symbol)
FTNT

(Name of exchange on which registered)
The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders of Fortinet, Inc. (“Fortinet”) held on June 19, 2020 (the “Annual Meeting”), there were present, in person or by proxy, holders of 135,857,064 shares of common stock, or approximately 84.3% of the total outstanding shares eligible to be voted. The holders present voted on the five proposals presented at the Annual Meeting as follows:

Proposal One - Election of Directors

Fortinet’s stockholders approved the election of eight directors to Fortinet’s Board of Directors, each to serve for a one-year term expiring at the 2021 Annual Meeting of Stockholders and until such director’s successor is elected and qualified, by the following votes:

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Ken Xie	122,579,080	3,889,112	0	9,388,872
Michael Xie	125,966,363	501,829	0	9,388,872
Kelly Ducourty	126,358,529	109,663	0	9,388,872
Ming Hsieh	120,493,467	5,974,725	0	9,388,872
Jean Hu	126,364,298	103,894	0	9,388,872
William Neukom	119,950,364	6,517,828	0	9,388,872
Christopher B. Paisley	84,330,417	42,137,775	0	9,388,872
Judith Sim	122,103,664	4,364,528	0	9,388,872

Proposal Two - Ratification of Appointment of Independent Registered Accounting Firm

Fortinet’s stockholders ratified the appointment of Deloitte & Touche LLP as Fortinet’s independent registered accounting firm for the fiscal year ending December 31, 2020 by the following votes:

Votes For	Votes Against	Abstentions
133,567,168	2,233,166	56,730

Proposal Three - Advisory Vote on Named Executive Officer Compensation

Fortinet’s stockholders cast their votes with respect to the advisory vote on Fortinet’s named executive officer compensation as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
118,990,719	7,354,807	122,666	9,388,872

Proposal Four - Stockholder Proposal Requesting to Allow Stockholders to Act by Written Consent

Fortinet’s stockholders did not approve the stockholder proposal requesting to allow stockholders to act by written consent by the following votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
52,160,047	74,148,873	159,272	9,388,872

Proposal Five - Stockholder Proposal Requesting for Annual Report Assessing Fortinet’s Diversity and Inclusion Efforts

Fortinet’s stockholders approved the stockholder proposal requesting for Fortinet to publish an annual report assessing Fortinet’s diversity and inclusion efforts by the following votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
87,273,133	37,432,408	1,762,651	9,388,872

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.

Date: June 24, 2020

By:

/s/ JOHN WHITTLE

John Whittle

Executive Vice President and General Counsel