

FORTINET INC  
Form 8-K  
June 20, 2012

**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 14, 2012

**FORTINET, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
**1090 Kifer Road**

(IRS Employer  
Identification No.)

**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 14, 2012 (the Annual Meeting ), proxies representing 142,408,438 shares of common stock, or approximately 90.58% of the total outstanding shares, were present and voted on the three proposals presented at the Annual Meeting as follows:

**Proposal One Election of Directors**

Fortinet s stockholders approved the election of three Class III directors to Fortinet s Board of Directors by the following votes:

| Nominee       | Votes For   | Votes Withheld | Broker Non-Votes |
|---------------|-------------|----------------|------------------|
| Chenming Hu   | 122,765,955 | 1,931,634      | 17,710,849       |
| Hong Liang Lu | 122,765,955 | 1,931,634      | 17,710,849       |
| Ken Xie       | 122,765,955 | 1,931,634      | 17,710,849       |

**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, 2012 by the following votes:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 141,909,157 | 476,439       | 22,842      |

**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:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 120,616,058 | 4,051,274     | 30,257      | 17,710,849       |

**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, 2012