FORTINET INC
Form 8-K
May 03, 2018

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):
April 30, 2018

FORTINET, INC.
(Exact name of registrant as specified in its charter)

| Delaware | 001-34511 | 77-0560389 |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (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))

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 o

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. o

Item 2.02 Results of Operations and Financial Condition.
On May 3, 2018, Fortinet, Inc. ("Fortinet") issued a press release reporting its financial results for the first quarter ended March 31, 2018. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.
On April 30, 2018, Fortinet's board of directors appointed Keith Jensen as Chief Financial Officer, effective May 1, 2018.
Mr. Jensen had previously served as Fortinet's Interim Chief Financial Officer since February 2018 and has served as Fortinet's Chief Accounting Officer since July 2015.
In connection with Mr. Jensen's appointment as Chief Financial Officer, Fortinet's board of directors has approved an annual base salary of $400,000 for Mr. Jensen and a target bonus of 60% of his annual base salary, which bonus shall supersede the bonus previously approved for Mr. Jensen in connection with his appointment as Interim Chief Financial Officer. Fortinet previously entered into a change of control severance agreement with Mr. Jensen, dated as of February 4, 2016, which was filed as Exhibit 10.23 to Fortinet's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on February 26, 2018, as amended (File No. 001-34511), which agreement is incorporated herein by reference, and previously entered into its standard form of indemnification agreement with Mr. Jensen, in substantially the same form filed as Exhibit 10.1 to Fortinet's Registration Statement on Form S-1, as amended (File No. 333-161190), filed with the Securities and Exchange Commission on August 10, 2009, which form of agreement is incorporated herein by reference.
There are no arrangements or understandings between Mr. Jensen and any other persons, pursuant to which he was appointed as Chief Financial Officer, no family relationships among any of the Company's directors or executive officers and Mr. Jensen and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits
(d) Exhibits

| Exhibit No. | Description |
|---|---|
| 99.1 | Press release dated May 3, 2018 |

EXHIBIT INDEX

| Exhibit No. | Description |
| --- | --- |
| 99.1 | Press release dated May 3, 2018 |

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: May 3, 2018 By: /s/ JOHN WHITTLE
John Whittle
Vice President and General Counsel