

FORTINET INC
Form 10-K/A
March 28, 2012

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

FORM 10-K/A
Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number: 001-34511

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

| | |
|--------------------------------------------------------------------------------------|-------------------------------------------------------|
| Delaware (State or other jurisdiction of incorporation or organization) | 77-0560389 (I.R.S. Employer Identification No.) |
| 1090 Kifer Road Sunnyvale, California (Address of principal executive offices) | 94086 (Zip Code) |
| (408) 235-7700 (Registrant's telephone number, including area code) | |

Securities registered pursuant to Section 12(b) of the Act:
Common Stock, \$0.001 Par Value

(Title of each class)

The NASDAQ Stock Market LLC
NASDAQ Global Select Market
(Name of exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of voting stock held by non-affiliates of the registrant, as of June 30, 2011, the last business day of the registrant's most recently completed second quarter, was \$2,977,981,761 (based on the closing price for shares of the registrant's common stock as reported by The NASDAQ Global Select Market for the last business day prior to that date). Shares of common stock held by each executive officers, director, and holder of 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 17, 2012, there were 156,363,007 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement relating to its 2012 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

EXPLANATORY NOTE

Fortinet, Inc. is filing this Amendment No. 1 (the "Form 10-K/A") to our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the U.S. Securities Exchange Commission ("SEC") on February 28, 2012, (the "Form 10-K"), for the sole purpose of furnishing the Interactive Data as Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T.

No other changes have been made to the Form 10-K. This Form 10-K/A speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update any related disclosures made in the Form 10-K.

FORTINET, INC.
ANNUAL REPORT ON FORM 10-K/A
For the Fiscal Year Ended December 31, 2011
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| Part IV | |
| Item 15. | <u>6</u> |
| <u>Exhibits, Financial Statement Schedules</u> | |
| (a) and (c). Documents filed as part of this Form 10-K/A: | |
| 1. | Financial Statements: The information concerning Fortinet's financial statements and the Report of Independent Registered Public Accounting Firm required by this Item 15(a)(1) to be included in our Annual Report on Form 10-K is incorporated by reference herein to the section of the Form 10-K in Item 8, titled "Financial Statements and Supplementary Data." |
| 2. | Financial Statement Schedule: The financial statement schedule of Fortinet, Inc. for the fiscal years ended December 31, 2011, December 31, 2010 and December 31, 2009, that is required to be included in our Annual Report on Form 10-K by this Item 15(a)(2) is included in the Form 10-K and incorporated by reference herein. |
| (b). | See the Exhibit Index included herewith and incorporated by reference hereto. |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 28, 2012.

FORTINET, INC.

By: /s/ Ken Goldman
Ken Goldman
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

| Exhibit Number | Description | Incorporated by reference herein Form | Date |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|------------------|
| 3.1 | Amended and Restated Certificate of Incorporation | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 3.2 | Amended and Restated Bylaws | Current Report on Form 8-K | January 25, 2012 |
| 4.1 | Specimen common stock certificate of the Company | Registration Statement on Form S-1, as amended (File No. 333-161190) | November 2, 2009 |
| 4.2 | Third Amended and Restated Investors Rights Agreement, dated as of February 24, 2004, between the Company and certain holders of the Company's capital stock named therein | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.1 [†] | Forms of Indemnification Agreement between the Company and its directors and officers | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.2 [†] | 2000 Stock Plan and forms of agreement thereunder | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.3 [†] | 2008 Stock Plan and forms of agreement thereunder | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.4 [†] | 2009 Equity Incentive Plan and forms of restricted stock unit award and restricted stock agreement thereunder | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.5 ^{†*} | Forms of stock option agreement under 2009 Equity Incentive Plan | | |
| 10.6 [†] | Separation and Change of Control Agreement, dated as of August 7, 2009, between the Company and Ken Xie | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.7 [†] | Separation and Change of Control Agreement, dated as of August 7, 2009, between the Company and Michael Xie | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.8 [†] | Separation and Change of Control Agreement, dated as of August 7, 2009, between the Company and Ken Goldman | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |

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| 10.9 [†] | Separation and Change of Control Agreement, dated as of August 7, 2009, between the Company and John Whittle | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.10 [†] | Offer Letter, dated as of August 31, 2007, by and between the Company and Ken Goldman | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.11 [†] | Offer Letter, dated as of August 31, 2007, by and between the Company and John Whittle | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.12 [†] | Form of Change of Control Agreement between the Company and its non-executive officers | Registration Statement on Form S-1, as amended (File No. 333-161190) | August 10, 2009 |
| 10.13 | Fortinet, Inc. Bonus Plan | Current Report on Form 8-K | January 26, 2010 |
| 10.14 | Fortinet, Inc. 2011 Employee Stock Purchase Plan | Current Report on Form 8-K | June 23, 2011 |
| 21.1 | List of subsidiaries | Registration Statement on Form S-1, as amended (File No. 001-34511) | August 10, 2009 |
| 23.1 | Consent of Independent Registered Public Accounting Firm | Annual Report on Form 10-K | February 28, 2012 |
| 24.1 | Power of Attorney | Annual Report on Form 10-K | February 28, 2012 |

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|------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-------------------|
| 31.1 | Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Annual Report on Form 10-K | February 28, 2012 |
| 31.2 | Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Annual Report on Form 10-K | February 28, 2012 |
| 32.1 | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Annual Report on Form 10-K | February 28, 2012 |
| 101.SCH** XBRL Taxonomy Extension Schema Document | | | |
| 101.CAL** XBRL Taxonomy Extension Calculation Linkbase Document | | | |
| 101.PRE** XBRL Taxonomy Extension Presentation Linkbase Document | | | |
| 101.DEF** XBRL Taxonomy Extension Definition Linkbase Document | | | |
| 101.LAB** XBRL Taxonomy Extension Definition Linkbase Document | | | |
| 101.INS** XBRL Instance Document | | | |

†Indicates management compensatory plan, contract or arrangement.

** XBRL information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, and is not subject to liability under those sections, is not part of any registration statement or prospectus to which it relates and is not incorporated or deemed to be incorporated by reference into any registration statement, prospectus or other document.