

FORTINET INC
Form 8-A12B
October 29, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

FORTINET, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

77-0560389
(I.R.S. Employer Identification No.)

1090 Kifer Road

Sunnyvale, California 94086

(Address of principal executive offices and zip code)

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

Title of each class

Name of each exchange on which

to be so registered

each class is to be registered

Common Stock, \$0.001 par value per share

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-161190**

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

Item 1. Description of Registrant's Securities to be Registered

Fortinet, Inc. (the Registrant) hereby incorporates by reference the description of its Common Stock to be registered hereunder contained under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-161190), as originally filed with the Securities and Exchange Commission (the Commission) on August 10, 2009, as amended (the Registration Statement), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 27, 2009

FORTINET, INC.

By:

/s/ **KEN XIE**
Ken Xie

President and Chief Executive Officer