

Arora Nikesh
Form 4
June 15, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Arora Nikesh

(Last) (First) (Middle)

C/O PALO ALTO NETWORKS,
INC., 3000 TANNERY WAY

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Palo Alto Networks Inc [PANW]

3. Date of Earliest Transaction
(Month/Day/Year)
06/13/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/13/2018 | | P(1) | | 300 | A | \$ 208.853 (2) |
| Common Stock | 06/13/2018 | | P(1) | | 701 | A | \$ 209.62 (3) |
| Common Stock | 06/13/2018 | | P(1) | | 4,005 | A | \$ 211.066 (4) |
| Common Stock | 06/13/2018 | | P(1) | | 4,580 | A | \$ 212.353 (5) |
| | | | | | | | 232,152 |
| | | | | | | | 232,853 |
| | | | | | | | 236,858 |
| | | | | | | | 241,438 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-----------------------|---------|---|
| Common Stock | 06/13/2018 | P ⁽¹⁾ | 5,464 | A | \$ 213.284 (6) | 246,902 | D |
| Common Stock | 06/13/2018 | P ⁽¹⁾ | 700 | A | \$ 213.911 (7) | 247,602 | D |
| Common Stock | 06/14/2018 | P ⁽¹⁾ | 1,193 | A | \$ 213.951 (8) | 248,795 | D |
| Common Stock | 06/14/2018 | P ⁽¹⁾ | 6,796 | A | \$ 215.228 (9) | 255,591 | D |
| Common Stock | 06/14/2018 | P ⁽¹⁾ | 4,821 | A | \$ 216.084 (10) | 260,412 | D |
| Common Stock | 06/14/2018 | P ⁽¹⁾ | 8,930 | A | \$ 216.99 (11) | 269,342 | D |
| Common Stock | 06/15/2018 | P ⁽¹⁾ | 100 | A | \$ 209.99 | 269,442 | D |
| Common Stock | 06/15/2018 | P ⁽¹⁾ | 600 | A | \$ 211.54 (12) | 270,042 | D |
| Common Stock | 06/15/2018 | P ⁽¹⁾ | 2,000 | A | \$ 212.884 (13) | 272,042 | D |
| Common Stock | 06/15/2018 | P ⁽¹⁾ | 3,505 | A | \$ 213.875 (14) | 275,547 | D |
| Common Stock | 06/15/2018 | P ⁽¹⁾ | 18,700 | A | \$ 214.809 (15) | 294,247 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Arora Nikesh C/O PALO ALTO NETWORKS, INC. 3000 TANNERY WAY SANTA CLARA, CA 95054 | X | | Chief Executive Officer | |

Signatures

/s/ Jeff True, Attorney in-Fact for Nikesh
Arora

06/15/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Person's purchases were pursuant to the terms set forth in the offer letter by and between the Issuer and the Reporting Person, dated May 30, 2018, that was filed as Exhibit 10.2 to the Current Report on Form 8-K filed by the Issuer with the U.S. Securities and Exchange Commission on June 4, 2018.

(2) This price represents the weighted average purchase price of the shares purchased ranging from \$208.21 to \$209.19 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

(3) This price represents the weighted average purchase price of the shares purchased ranging from \$209.27 to \$210.07 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

(4) This price represents the weighted average purchase price of the shares purchased ranging from \$210.42 to \$211.39 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

(5) This price represents the weighted average purchase price of the shares purchased ranging from \$211.82 to \$212.80 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

(6) This price represents the weighted average purchase price of the shares purchased ranging from \$212.82 to \$213.78 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

(7) This price represents the weighted average purchase price of the shares purchased ranging from \$213.84 to \$214.02 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

(8)

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This price represents the weighted average purchase price of the shares purchased ranging from \$213.53 to \$214.48 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

- (9) This price represents the weighted average purchase price of the shares purchased ranging from \$214.64 to \$215.63 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

- (10) This price represents the weighted average purchase price of the shares purchased ranging from \$215.65 to \$216.64 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

- (11) This price represents the weighted average purchase price of the shares purchased ranging from \$216.66 to \$217.36 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

- (12) This price represents the weighted average purchase price of the shares purchased ranging from \$211.09 to \$212.06 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

- (13) This price represents the weighted average purchase price of the shares purchased ranging from \$212.28 to \$213.24 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

- (14) This price represents the weighted average purchase price of the shares purchased ranging from \$213.28 to \$214.23 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

- (15) This price represents the weighted average purchase price of the shares purchased ranging from \$214.30 to \$215.18 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price within the range set forth in this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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