FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, I	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per response:	0.5							

ction 1(b).			Filed	pursua or Se	ant to S ection 3	ection 30(h) o	16(a) f the I	of the S nvestme	Securitent Co	ies Exchang mpany Act o	e Act of f 1940	1934		Liida			0.5	
1. Name and Address of Reporting Person*  ZUK NIR					2. Issuer Name <b>and</b> Ticker or Trading Symbol Palo Alto Networks Inc [ PANW ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner					
(Last) (First) (Middle) C/O PALO ALTO NETWORKS INC. 3000 TANNERY WAY						3. Date of Earliest Transaction (Month/Day/Year) 04/20/2021								X Officer (give title below) Other (specify below)  EVP, Chief Technology Officer				
-				4. If Amendment, Date of Original Filed (Month/Day/Year)									ne) X Form Form	-/				
	Table	I - No	n-Deriva	tive S	Secu	rities	Acc	uired	, Dis	posed of	, or B	enefic	ially Own	ed				
Date			Execution Date,		ate,	Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)				Securities Beneficially Owned Following		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	Transaction(s) (Instr. 3 and 4)				(111501.4)				
Common Stock 04/20/20				021		F <sup>(1)</sup>		1,352	D	\$36	0 845	845,604		D				
Common Stock												91,	91,638			See ootnote <sup>(2)</sup>		
	Tal	ble II ·												d				
2. Conversion or Exercise Price of Derivative Security	conversion r Exercise (Month/Day/Year)  ir ce of errivative Execution Date, if any (Month/Day/Year)		Transaction of Code (Instr. Derivative		rative rities ired r osed )	6. Date Exercisable and Expiration Date (Month/Day/Year)		3 and 4) Amou		Derivative Security (Instr. 5) Benefici Owned Followir Reporte Transac (Instr. 4)		e s ally	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	(State of the content	nd Address of Reporting Person*  VIR  (First) (I  LO ALTO NETWORKS INCOMINERY WAY  CA 9  (State) (3  Table  Security (Instr. 3)  1 Stock  Tal  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	nd Address of Reporting Person*  NIR  (First) (Middle)  LO ALTO NETWORKS INC.  NNERY WAY  CA 95054  (State) (Zip)  Table I - No  Security (Instr. 3)  2. Conversion or Exercise Price of Derivative  Security (Month/Day/Year)  1. Table II - No  Security (Instr. 3)	(First) (Middle) LO ALTO NETWORKS INC. LINNERY WAY  CA 95054  (State) (Zip)  Table I - Non-Deriva  Security (Instr. 3) 2. Transact Date (Month/Day)  I Stock 04/20/2  Conversion or Exercise Price of Derivative Price of Derivative (Month/Day/Year)  2. 3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	nd Address of Reporting Person*  VIR  (First) (Middle)  LO ALTO NETWORKS INC.  INNERY WAY   CA 95054  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Sec.g., puts, ca  Conversion or Exercise Price of Derivative Security (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	nd Address of Reporting Person*  VIR  (First) (Middle)  LO ALTO NETWORKS INC.  INNERY WAY   CA 95054  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  I Stock  Table II - Derivative Security (e.g., puts, calls, v. and conversion or Exercise Price of Derivative Price of Derivat	resction 30(h) or Section 30(h) or Section 30(h) or NIR  (First) (Middle)  LO ALTO NETWORKS INC.  INNERY WAY   Table I - Non-Derivative Securities  Security (Instr. 3)  Table II - Derivative Securities  (Month/Day/Year)  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  (e.g., puts, calls, warra  Table II - Derivative Securities  Table II - Derivative Securities	(First) (Middle)  (First) (Middle)  LO ALTO NETWORKS INC.  (State) (Zip)  Table I - Non-Derivative Securities Acque (Month/Day/Year)  1 Stock  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year)  2 Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year)  3 Date of Earliest Trans 04/20/2021  2 Transaction Date (Month/Day/Year)  2 Transaction Date (Month/Day/Year)  3 A Deemed Execution Date, if any (Month/Day/Year)  2 Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year)  3 Transaction Date (Month/Day/Year)  3 A Deemed Execution Date, if any (Month/Day/Year)  5 Number of Derivative Securities Acque (A) or Disposed of (D) (Instr. 3, 4	resection 30(h) of the Investment or Section 30(h) of the Investment of Security (Middle)  LO ALTO NETWORKS INC.  LINNERY WAY  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  2. Issuer Name and Ticker or Tipalo Alto Networks Intervention (04/20/2021)  3. Date of Earliest Transaction (04/20/2021)  4. If Amendment, Date of Origin Execution Date, if any (Month/Day/Year) (Month/Day/Year)  1. Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, option Code (Instr. and 5)  2. Transaction Date (month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. Transaction Code (Instr. and 5)  5. Number of Date (Month/Day/Year) (Month/Day/Year)  6. Date Expiria (Month/Day/Year) (Month/Day/Year)  7. Transaction Date (Month/Day/Year) (Month/Day/Year)  8. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  8. Or Date (Month/Day/Year) (Month/Day/Year)	respective person and Address of Reporting Person and Address	Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)    CA   95054	and Address of Reporting Person' NIR  (First) (Middle) LO ALTO NETWORKS INC. NNERY WAY  CA 95054  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or B Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  1 Stock  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Security (Month/Day/Year)  2 Transaction Date (e.g., puts, calls, warrants, options, convertible Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)	or Section 30(h) of the Investment Company Act of 1940  Address of Reporting Person*  (First) (Middle)  LO ALTO NETWORKS INC.  INNERY WAY   CA 95054  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date (Month/Day/Year)  LO ALTO NETWORKS INC.  INNERY WAY  4. If Amendment, Date of Original Filed (Month/Day/Year)  CA 95054  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, if any (Month/Day/Year)  Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 ard 1975)  Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, if any (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, if any (Month/Day/Year)  Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, if any (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, if any (Month/Day/Year)  Code (Instr. 3)  A Securities Acquired (A) or Disposed of, or Beneficial Execution Date, if any (Month/Day/Year)  Code (Instr. 3)  A Securities Acquired (A) or Disposed of, or Beneficial Execution Date, if any (Month/Day/Year)  Code (Instr. 3)  A Deemed Execution Date, if any (Month/Day/Year)  Code (Instr. 3)  A Securities Acquired (A) or Disposed of, or Beneficial Execution Date, or Exercisable and Code (Instr. 3)  A Deemed Execution Date, or Exercisable and Code (Instr. 4)  A Deemed Execution Date, or Exercisable and Disposed Of (D) (Instr. 3, 4 and 4)  A Mount of Securities Acquired (D) A Deemed Execution Date, or Exercisable and Disposed Of (D) (Instr. 3, 4 and 4)  A Mount of Securities Acquired (D) A Deemed Execution Date, or Exercisable Derivative Securities Acquired (D) A Deemed Execution Date, or Exercisable Derivative Securities Acquired (D) Derivative Securities Derivative Securities Derivative Securities Derivative Securities	Address of Reporting Person*  VIR    Carrier   Carrier	CA 95054   Security (Instr. 3)   2. Transaction   Date   Date   Chonth/Day/Year)   Date   Chonth/Day/Year)   Code   v	CA   95054   Security (Instr. 3)   2. Transaction   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Cade (Instr. 3)   Date of Cade (Instr. 4)   Cade (Instr. 3)   Cade (Instr. 4)   Cade	or Section 30(h) of the Investment Company Act of 1940  NIR  2. Issuer Name and Ticker or Trading Symbol Palo Alto Networks Inc [PANW]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  A. Securities Acquired (A) or Person  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  A. Securities Acquired (A) or Person  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  3. A Securities Acquired (A) or Price (Instr. 3)  A Securities Acquired (A) or Price (Instr. 4)  A Securities Acquired (A) o	

## **Explanation of Responses:**

- 1. This transaction is not a sale of shares by the Reporting Person. Instead, this represents shares that have been withheld by the Issuer to satisfy its income tax and withholding and remittance obligations in connection with the vesting and net settlement of previously reported restricted stock units and performance-based restricted stock units.
- 2. Shares are held by the Cliff Family Trusts for the benefit of the Reporting Person's children.

## Remarks:

/s/ Sonia Guillory, Attorneyin-Fact for Nir Zuk

04/22/2021

\*\* Signature of Reporting Person Date

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

- \* 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).

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

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 Number.