SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Bonanno Kathleen			. Date of Event Requiring Staten Month/Day/Yeau 1/22/2017	nent	3. Issuer Name and Ticker or Trading Symbol Palo Alto Networks Inc [PANW]						
(Last) (First) (Middle) C/O PALO ALTO NETWORKS INC.					4. Relationship of Reporting Perso (Check all applicable) Director		10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
3000 TANNERY WAY (Street) SANTA CLARA CA 95054		95054			Х	Officer (give title below) EVP, Chief Financia	Other (specify below) al Officer		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock						26,748 ⁽¹⁾	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		nd 3. Title and Amount of Secur Underlying Derivative Secur				rcise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	n Title	9	Amount or Number of Shares	Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)	

Explanation of Responses:

1. 23,917 shares are represented by restricted stock units ("RSUs"). Each RSU represents the Reporting Person's right to receive one share of Common Stock of the Issuer, subject to the applicable vesting schedule. In the event the Reporting Person ceases to be a Service Provider, the unvested RSUs will be cancelled by the Issuer.

Remarks:

<u>/s/ Jeff True, Attorney in-Fact</u> <u>for Kathleen Bonanno</u> <u>11/27/2017</u>

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** 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Palo Alto Networks Inc. (the "Company"), hereby constitutes and appoints Jeffrey True, Rebecca Chavez and Sonia Guillory, the undersigned's true and lawful attorneys-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The

undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day, November 20, 2017.

Signature: /s/ Kathleen Bonanno Print Name: Kathleen Bonanno