

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Chandna Asheem</u>  (Last) (First) (Middle) <u>C/O PALO ALTO NETWORKS INC.</u> <u>3300 OLCOTT STREET</u>  (Street) <u>SANTA CLARA</u> <u>CA</u> <u>95954</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/19/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>Palo Alto Networks Inc [ PANW ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	2,465	I	See footnote <sup>(1)</sup>
Common Stock	11,068	I	See footnote <sup>(2)</sup>
Common Stock	96,909	I	See footnote <sup>(3)</sup>
Common Stock	2,700	I	See footnote <sup>(4)</sup>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(5)	(5)	Common Stock	24,150	(5)	I	See footnote <sup>(2)</sup>
Series A-1 Preferred Stock	(5)	(5)	Common Stock	211,458	(5)	I	See footnote <sup>(3)</sup>
Series A-1 Preferred Stock	(5)	(5)	Common Stock	5,892	(5)	I	See footnote <sup>(4)</sup>
Series A-2 Preferred Stock	(5)	(5)	Common Stock	200,000	(5)	I	See footnote <sup>(1)</sup>
Series A-2 Preferred Stock	(5)	(5)	Common Stock	875,816	(5)	I	See footnote <sup>(2)</sup>
Series A-2 Preferred Stock	(5)	(5)	Common Stock	7,668,692	(5)	I	See footnote <sup>(3)</sup>
Series A-2 Preferred Stock	(5)	(5)	Common Stock	231,642	(5)	I	See footnote <sup>(4)</sup>
Series B Preferred Stock	(5)	(5)	Common Stock	53,571	(5)	I	See footnote <sup>(1)</sup>
Series B Preferred Stock	(5)	(5)	Common Stock	238,587	(5)	I	See footnote <sup>(2)</sup>
Series B Preferred Stock	(5)	(5)	Common Stock	2,089,081	(5)	I	See footnote <sup>(3)</sup>
Series B Preferred Stock	(5)	(5)	Common Stock	58,200	(5)	I	See footnote <sup>(4)</sup>
Series C Preferred Stock	(5)	(5)	Common Stock	51,014	(5)	I	See footnote <sup>(1)</sup>
Series C Preferred Stock	(5)	(5)	Common Stock	229,057	(5)	I	See footnote <sup>(2)</sup>
Series C Preferred Stock	(5)	(5)	Common Stock	2,005,636	(5)	I	See footnote <sup>(3)</sup>
Series C Preferred Stock	(5)	(5)	Common Stock	55,875	(5)	I	See footnote <sup>(4)</sup>

## Explanation of Responses:

- The reported securities are held of record by the Chandna Family Revocable Trust DTD 4/13/98 for which the Reporting Person serves as a trustee.
- The reported securities are held of record by Greylock XI Principals LLC ("GL XI "). William W. Helman and Aneel Bhursi are partners of GL XI and are the managing members of Greylock XI GP Limited Partnership ("GL XI GP"), which has sole voting and dispositive power with respect to the securities held by GL XI. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- The reported securities are held of record by Greylock XI Limited Partnership ("GL XI LP"). GL XI GP, the general partner of GL XI LP, has sole voting and dispositive power with respect to the securities held by GL XI LP. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- The reported securities are held of record by Greylock XI-A Limited Partnership ("GL XI-A LP"). GL XI GP, the general partner of GL XI-A LP, has sole voting and dispositive power with respect to the securities held by GL XI-A LP. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- Each share of Series A-1 Preferred Stock, A-2 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock automatically converts into Common Stock on a 1-for-1 basis immediately prior to the

closing of the Issuer's initial public offering of Common Stock and has no expiration date.

/s/ Jeff True, Attorney-in-Fact  
for Asheem Chandna

07/19/2012

\*\* 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 Jeff True and Sonia Sexton, 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 agent 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, is 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 14th day of July, 2012.

Signature: /s/ Asheem Chandna

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Print Name: Asheem Chandna

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