

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
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>SC XI MANAGEMENT LLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) 07/19/2012	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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 3000 SAND HILL ROAD 4-250			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street) MENLO PARK CA 94025			
(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)
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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	(1)	(1)	Common Stock	6,690	(1)	I	By Sequoia Technology Partners XI, LP ⁽²⁾
Series A-1 Preferred Stock	(1)	(1)	Common Stock	23,038	(1)	I	By Sequoia Capital XI Principals Fund, LLC ⁽²⁾
Series A-1 Preferred Stock	(1)	(1)	Common Stock	211,772	(1)	I	By Sequoia Capital XI, LP ⁽²⁾
Series A-2 Preferred Stock	(1)	(1)	Common Stock	242,600	(1)	I	By Sequoia Technology Partners XI, LP ⁽²⁾
Series A-2 Preferred Stock	(1)	(1)	Common Stock	835,528	(1)	I	By Sequoia Capital XI Principals Fund, LLC ⁽²⁾
Series A-2 Preferred Stock	(1)	(1)	Common Stock	7,680,022	(1)	I	By Sequoia Capital XI, LP ⁽²⁾
Series B Preferred Stock	(1)	(1)	Common Stock	66,089	(1)	I	By Sequoia Technology Partners XI, LP ⁽²⁾
Series B Preferred Stock	(1)	(1)	Common Stock	227,612	(1)	I	By Sequoia Capital XI Principals Fund, LLC ⁽²⁾
Series B Preferred Stock	(1)	(1)	Common Stock	2,092,167	(1)	I	By Sequoia Capital XI, LP ⁽²⁾
Series C Preferred Stock	(1)	(1)	Common Stock	20,017	(1)	I	By Sequoia Technology Partners XI, LP ⁽²⁾
Series C Preferred Stock	(1)	(1)	Common Stock	68,938	(1)	I	By Sequoia Capital XI Principals Fund, LLC ⁽²⁾
Series C Preferred Stock	(1)	(1)	Common Stock	633,669	(1)	I	By Sequoia Capital XI, LP ⁽²⁾

**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 C Preferred Stock	(1)	(1)	Common Stock	16,150	(1)	I	By Sequoia Capital Growth Partners III, LP ⁽³⁾
Series C Preferred Stock	(1)	(1)	Common Stock	76,202	(1)	I	By Sequoia Capital Growth III Principals Fund, LLC ⁽³⁾
Series C Preferred Stock	(1)	(1)	Common Stock	1,475,592	(1)	I	By Sequoia Capital Growth Fund III, LP ⁽³⁾

1. Name and Address of Reporting Person*

[SC XI MANAGEMENT LLC](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL GROWTH FUND III](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL GROWTH III
PRINCIPALS FUND](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL GROWTH PARTNERS III](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL XI](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD 4-250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
SEQUOIA CAPITAL XI PRINCIPALS FUND

(Last) (First) (Middle)
3000 SAND HILL ROAD 4-250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
SEQUOIA TECHNOLOGY PARTNERS XI

(Last) (First) (Middle)
C/O SEQUOIA CAPITAL
3000 SAND HILL RD, BLDG 4-180

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
SCGF III MANAGEMENT LLC

(Last) (First) (Middle)
3000 SAND HILL ROAD
BLDG 4, SUITE 180

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series A-1 Preferred Stock, Series 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.
2. SC XI Management, LLC ("SC XI Management") is the general partner of Sequoia Capital XI, LP and Sequoia Technology Partners XI, LP and is the managing member of Sequoia Capital XI Principals Fund, LLC. As a result, SC XI Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital XI, LP, Sequoia Technology Partners XI, LP and Sequoia Capital XI Principals Fund, LLC. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
3. SCGF III Management, LLC ("SCGF III Management") is the general partner of Sequoia Capital Growth Fund III, LP and Sequoia Capital Growth Partners III, LP and is the managing member of Sequoia Capital Growth III Principals Fund, LLC. As a result, SCGF III Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital Growth Fund III, LP, Sequoia Capital Growth Partners III, LP and Sequoia Capital Growth III Principals Fund, LLC. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

Exhibit 24- Power of Attorney

/s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC 07/19/2012

/s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC, the General Partner of Sequoia Capital Growth Fund III, L.P. 07/19/2012

/s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC, the Managing Member of Sequoia Capital Growth III Principals Fund LLC 07/19/2012

/s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC, the 07/19/2012

General Partner of Sequoia
Capital Growth Partners III,
L.P.

/s/ Melinda Dunn, by power of
attorney for Douglas Leone, a
Managing Member of SC XI
Management, LLC 07/19/2012

/s/ Melinda Dunn, by power of
attorney for Douglas Leone, a
Managing Member of SC XI
Management, LLC, the
General Partner of Sequoia
Capital XI, L.P. 07/19/2012

/s/ Melinda Dunn, by power of
attorney for Douglas Leone, a
Managing Member of SC XI
Management, LLC, the
Managing Member of Sequoia
Capital XI Principals Fund
LLC 07/19/2012

/s/ Melinda Dunn, by power of
attorney for Douglas Leone, a
Managing Member of SC XI
Management, LLC, the
General Partner of Sequoia
Technology Partners XI, L.P. 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.

LIMITED POWER OF ATTORNEY
FOR
SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints Melinda Dunn the undersigned's true and lawful attorney-in-fact to:

- (1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of any corporation or other person in which an investment fund affiliated with Sequoia Capital Operations, LLC makes an investment (each, a "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is any Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Limited 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 any Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. This Limited Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 24th day of August, 2009.

/s/ Douglas Leone

Name: Douglas Leone