

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) October 12, 2021

PALO ALTO NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35594
(Commission
File Number)

20-2530195
(IRS Employer
Identification No.)

3000 Tannery Way
Santa Clara, California 95054
(Address of principal executive office, including zip code)

(408) 753-4000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	PANW	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 12, 2021, Palo Alto Networks, Inc. (the “Company”), acting pursuant to authorization from its Board of Directors, notified the New York Stock Exchange (the “NYSE”) of its intention to voluntarily withdraw the listing of its common stock, par value \$0.0001 per share (the “Common Stock”), from the NYSE and transfer the listing to The Nasdaq Stock Market LLC (“Nasdaq”), effective on or about October 22, 2021.

The Company expects that listing and trading of its Common Stock on the NYSE will end at market close on or about October 22, 2021 and that trading will begin on Nasdaq at market open on or about October 25, 2021.

The Common Stock has been approved for listing on Nasdaq, where it will continue to trade under its current symbol, “PANW.”

The title, trading symbol, CUSIP and ISIN of the Common Stock are as follows:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>CUSIP</u>	<u>ISIN</u>
Common Stock, par value \$0.0001 per share	PANW	697435105	US6974351057

Item 7.01 Regulation FD Disclosure.

The Company issued the press release attached hereto as Exhibit 99.1 in connection with the transfer of its Common Stock to Nasdaq.

The information in Item 7.01 of this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated as of October 12, 2021.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PALO ALTO NETWORKS, INC.

By: /s/ Dipak Golechha
Dipak Golechha
Chief Financial Officer

Date: October 12, 2021

Palo Alto Networks to Transfer Stock Exchange Listing to Nasdaq

SANTA CLARA, Calif., October 12, 2021 – Palo Alto Networks (NYSE: PANW), the global cybersecurity leader, announced today that it will transfer its stock exchange listing from the New York Stock Exchange to The Nasdaq Global Select Market (Nasdaq). The company expects that its common stock will commence trading on Nasdaq on October 25, 2021, and will continue to be listed under the ticker symbol “PANW”.

“Listing on Nasdaq positions Palo Alto Networks within an enviable set of technology peers,” said Nimesh Arora, chairman and CEO of Palo Alto Networks. “We look forward to expanding our partnership with Nasdaq to create incremental value to the company. We are grateful to the New York Stock Exchange for their partnership since our IPO nearly a decade ago.”

Palo Alto Networks anticipates meeting the requirements for inclusion in the NASDAQ-100[®] index when it rebalances in December. The NASDAQ-100[®] index features the top 100 largest domestic and international non-financial companies on the exchange based on market capitalization.

“As a global cybersecurity leader, Palo Alto Networks helps organizations securely advance their digital transformations,” said Adena Friedman, president and chief executive officer of Nasdaq. “We are proud to welcome Palo Alto Networks to the Nasdaq family as the company continues to solve the world’s most complex cybersecurity challenges.”

About Palo Alto Networks

Palo Alto Networks, the global cybersecurity leader, is shaping the cloud-centric future with technology that is transforming the way people and organizations operate. Our mission is to be the cybersecurity partner of choice, protecting our digital way of life. We help address the world’s greatest security challenges with continuous innovation that seizes the latest breakthroughs in artificial intelligence, analytics, automation, and orchestration. By delivering an integrated platform and empowering a growing ecosystem of partners, we are at the forefront of protecting tens of thousands of organizations across clouds, networks, and mobile devices. Our vision is a world where each day is safer and more secure than the one before. For more information, visit www.paloaltonetworks.com.

Palo Alto Networks and the Palo Alto Networks logo are registered trademarks of Palo Alto Networks, Inc. in the United States and in jurisdictions throughout the world. All other trademarks, trade names, or service marks used or mentioned herein belong to their respective owners.

Forward-Looking Statements

This release contains certain statements that may be deemed “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements that address activities, events or developments that we or our management expects or anticipates will or may occur in the future are forward-looking statements. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements. We identify the principal risks and uncertainties that affect our performance in our Form 10-K and other filings with the Securities and Exchange Commission.

###

Media Contact:

Mara Mort

Senior Director of Corporate Communications, Palo Alto Networks

press@paloaltonetworks.com

Investor Relations Contact:

Clay Bilby

Head of Investor Relations, Palo Alto Networks

ir@paloaltonetworks.com