

GOETZ JAMES J  
Form 4  
January 02, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOETZ JAMES J**

2. Issuer Name and Ticker or Trading Symbol  
**Palo Alto Networks Inc [PANW]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**C/O SEQUOIA CAPITAL, 2800  
SAND HILL ROAD, SUITE 101**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/18/2017**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**MENLO PARK, CA 94025**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/18/2017		G	V 68,000 D \$ 0	203,645	D	
Common Stock	12/18/2017		G	V 10,000 D \$ 0	193,645	D	
Common Stock	12/18/2017		G	V 68,000 A \$ 0	68,000	I	By Foundation (1)
Common Stock	12/18/2017		G	V 10,000 A \$ 0	10,000	I	By Foundation (2)
	12/28/2017		S	68,000 D 0	0	I	

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Common Stock					\$					By Foundation	
					146.853					(1)	
					(3)						
Common Stock	12/29/2017		S	10,000	D	\$	146.278	0		I	By Foundation
						(4)					(2)
Common Stock								14,614		I	By The Goetz Children's Trust
											4/24/1998
											(5)

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

**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 control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

GOETZ JAMES J  
C/O SEQUOIA CAPITAL  
2800 SAND HILL ROAD, SUITE 101  
MENLO PARK, CA 94025

X

## Signatures

/s/ Jung Yeon Son, by power of attorney for James J.  
Goetz

01/02/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).

- (1) Shares held by the Freedom Reigns Foundation, for which the Reporting Person's spouse serves as President.
- (2) Shares held by the Zteog Foundation, for which the Reporting Person serves as President.

- This sale price represents the weighted average sale price of the shares sold ranging from \$146.49 to \$147.44 per share. Upon request by
- (3) the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- This sale price represents the weighted average sale price of the shares sold ranging from \$145.80 to \$146.60 per share. Upon request by
- (4) the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- Shares held by The Goetz Children's Trust 4/24/1998. The Reporting Person may be deemed to beneficially own the shares held by The
- (5) Goetz Children's Trust 4/24/1998. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

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

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