

GOETZ JAMES J
Form 3
July 19, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOETZ JAMES J		(Month/Day/Year)	Palo Alto Networks Inc [PANW]	
(Last)	(First)	(Middle)	07/19/2012	
3000 SAND HILL ROAD, 4-250			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MENLO PARK, Â CA Â 94025			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

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

SEC 1473 (7-02)

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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 of Derivative Security: 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		

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Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	16,150	\$ <u>(1)</u>	I	By Sequoia Capital Growth Partners III, LP <u>(2)</u>
Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	76,202	\$ <u>(1)</u>	I	By Sequoia Capital Growth III Principals Fund, LLC <u>(2)</u>
Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,475,592	\$ <u>(1)</u>	I	By Sequoia Capital Growth Fund III, LP <u>(2)</u>
Series A-1 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	6,690	\$ <u>(1)</u>	I	By Sequoia Technology Partners XI, LP <u>(3)</u>
Series A-1 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	23,038	\$ <u>(1)</u>	I	By Sequoia Capital XI Principals Fund, LLC <u>(3)</u>
Series A-1 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	211,772	\$ <u>(1)</u>	I	By Sequoia Capital XI, LP <u>(3)</u>
Series A-2 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	242,600	\$ <u>(1)</u>	I	By Sequoia Technology Partners XI, LP <u>(3)</u>
Series A-2 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	835,528	\$ <u>(1)</u>	I	By Sequoia Capital XI Principals Fund, LLC <u>(3)</u>
Series A-2 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	7,680,022	\$ <u>(1)</u>	I	By Sequoia Capital XI, LP <u>(3)</u>
Series B Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	66,089	\$ <u>(1)</u>	I	By Sequoia Technology Partners XI, LP <u>(3)</u>
Series B Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	227,612	\$ <u>(1)</u>	I	By Sequoia Capital XI Principals Fund, LLC <u>(3)</u>
Series B Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,092,167	\$ <u>(1)</u>	I	By Sequoia Capital XI, LP <u>(3)</u>
Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	20,017	\$ <u>(1)</u>	I	By Sequoia Technology Partners XI, LP <u>(3)</u>
Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	68,938	\$ <u>(1)</u>	I	By Sequoia Capital XI Principals Fund, LLC <u>(3)</u>

Series C Preferred Stock \hat{A} (1) \hat{A} (1) Common Stock 633,669 \$ (1) I By Sequoia Capital XI, LP (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOETZ JAMES J 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	\hat{A} X	\hat{A}	\hat{A}	\hat{A}

Signatures

/s/ Melinda Dunn, by power of attorney for James J. Goetz

07/19/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(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) James Goetz is a managing member of SCGF III Management, LLC ("SCGF III Management"). SCGF III Management is the general partner of Sequoia Capital Growth Partners III, LP ("SCGP III") and Sequoia Capital Growth Fund III, LP ("SCGF III") and is the managing member of Sequoia Capital Growth III Principals Fund, LLC ("SCG III"). By virtue of these relationships, Mr. Goetz may be deemed to share voting and dispositive power with respect to the shares held by SCGP III, SCGF III and SCG III. The reporting person disclaims beneficial ownership of these securities except to the extent of his 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 purpose.

(3) James Goetz is a non-managing member of SC XI Management, LLC ("SC XI Management"). 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. In addition, Mr. Goetz is a member of Sequoia Capital XI Principals Fund, LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of his 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 purpose.

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Remarks:

Exhibit 24- Power of Attorney

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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