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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported)**  
**August 17, 2016**

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**PALO ALTO NETWORKS, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35594**  
(Commission  
File Number)

**20-2530195**  
(IRS Employer  
Identification No.)

**4401 Great America Parkway**  
**Santa Clara, California 95054**  
(Address of principal executive offices, 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)

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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 (see General Instruction A.2. below):

- 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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 17, 2016, the Board of Directors (the “Board”) of Palo Alto Networks, Inc. (the “Company”) promoted Mark Anderson, 54, to President with overall responsibility for the Company’s sales, go-to-market strategy, customer support and business development, effective on August 22, 2016.

Mr. Anderson most recently served as the Company’s Executive Vice President, Worldwide Field Operations, a position he has held since May 2016. From June 2012 when he joined the Company until May 2016 he served as Senior Vice President, Worldwide Field Operations. From October 2004 to May 2012, Mr. Anderson served in several roles, including as Executive Vice President of Worldwide Sales, for F5 Networks, an IT infrastructure company. From March 2003 to September 2004, Mr. Anderson served as Executive Vice President of North American Sales at Lucent Technologies, a telecommunications equipment and services company.

There are no arrangements or understandings between Mr. Anderson and any other person pursuant to which Mr. Anderson was selected as an officer. There are no family relationships between Mr. Anderson and any director or other executive officer. Mr. Anderson has not had an interest in any transaction since the beginning of the Company’s last fiscal year, or any currently proposed transaction, that requires disclosure pursuant to Item 404(a) of Regulation S-K.

Mark McLaughlin continues to serve as the Company’s Chief Executive Officer and Chairman of the Board.

**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 August 22, 2016.

**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/ Mark D. McLaughlin

Mark D. McLaughlin

Chief Executive Officer

Date: August 22, 2016

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated as of August 22, 2016.

## Palo Alto Networks Announces Executive Appointments

*Dave Peranich Joins as Executive Vice President, Worldwide Sales; Mark Anderson Promoted to President*

**SANTA CLARA, Calif., August 22, 2016** — Palo Alto Networks® (NYSE: PANW), the next-generation security company, today announced from our annual sales kickoff event new executive appointments.

Dave Peranich joins the company as our new executive vice president, Worldwide Sales, reporting to Mark Anderson. Dave is a proven sales leader and his focus on sales and the channel will provide even more capacity for our growth.

Mark Anderson has been promoted to president with responsibility for the company's sales, go-to-market strategy, customer support, and business development, reporting to Mark McLaughlin, chairman and CEO. Over the last four years, Mark Anderson's leadership of our sales organization has been instrumental to our growth. This expansion of his responsibilities will bring to bear his expertise and experience on a broader basis across the market.

### Quotes

- “Since inception, we have consistently designed the organization for focus and capacity as we rapidly scale, significantly outpace industry growth rates, and quickly acquire market share. I am delighted with these appointments that will enable us to continue our march to be the leading global security company and seamlessly scale our organization. I look forward to working with both Mark and Dave for years to come.”
  - Mark McLaughlin, chairman and CEO, Palo Alto Networks
  
- “I am proud to take on the role of president and excited to lead our go-to-market success. We went through an extensive search process to find the right leader for our sales organization who can provide maximum focus as we scale, and Dave is the ideal addition to the team. Sales kickoff is the perfect venue to have Dave join our thousands of sales professionals and channel partners to assume leadership in our new fiscal year. I look forward to continuing our successful go-to-market track record and helping more organizations around the world prevent cyber breaches.”
  - Mark Anderson, president, Palo Alto Networks
  
- “I am thrilled and honored to be joining Palo Alto Networks. With our natively integrated and highly automated next-generation security platform, the company has delivered unprecedented growth to date, and I look forward to leading the sales and channel organization as we expand our global reach and redefine security in the digital age.”
  - Dave Peranich, executive vice president, Worldwide Sales, Palo Alto Networks

Most recently, Dave held several sales leadership roles over a nine-year tenure at Riverbed Technology, including senior vice president, Worldwide Sales; executive vice president, Worldwide Field Operations; and president, Worldwide Field Operations. His wealth of experience also includes leadership positions at Centrata, Siebel Systems, Remedy Corporation and Oracle, among others.

Along with Mark Anderson, Dave will be joining the entire sales organization and more than 800 of our channel partners at our annual sales kickoff this week. Dave will be based in the Santa Clara, California, headquarters.

### **Forward-Looking Statements**

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding our ability to continue to outpace our competition and further establish ourselves as a leader in cybersecurity, our ability to seamlessly scale our organization, our ability to continue our successful go-to-market track record and expand our global reach. These forward-looking statements are subject to the safe harbor provisions created by the Private Securities Litigation Reform Act of 1995 and involve a number of risks and uncertainties, some of which are beyond our control, which could cause actual results to differ materially from those anticipated by these statements, including, our limited operating history; risks associated with managing our rapid growth, particularly outside of the United States; our limited experience with new product introductions and the risks associated with new products, including software bugs; the failure to timely develop and achieve market acceptance of new products as well as existing products and services; rapidly evolving technological developments in the market for network security products; and general market, political, economic and business conditions.

Additional risks and uncertainties that could affect our financial results are included under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Quarterly Report on Form 10-Q filed with the SEC on May 27, 2016, which is available on our website at [investors.paloaltonetworks.com](http://investors.paloaltonetworks.com) and on the SEC’s website at [www.sec.gov](http://www.sec.gov). Additional information will also be set forth in other filings that we make with the SEC from time to time. All forward-looking statements in this press release are based on information available to us as of the date hereof, and we do not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

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## About Palo Alto Networks

Palo Alto Networks is the next-generation security company, leading a new era in cybersecurity by safely enabling applications and preventing cyber breaches for tens of thousands of organizations worldwide. Built with an innovative approach and highly differentiated cyberthreat prevention capabilities, our game-changing security platform delivers security far superior to legacy or point products, safely enables daily business operations, and protects an organization's most valuable assets. Find out more at [www.paloaltonetworks.com](http://www.paloaltonetworks.com).

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### Media Contact:

Jennifer Jasper Smith  
Head of Corporate Communications  
Palo Alto Networks  
408-638-3280  
[jjsmith@paloaltonetworks.com](mailto:jjsmith@paloaltonetworks.com)

### Investor Relations Contact:

Kelsey Turcotte  
Vice President of Investor Relations  
Palo Alto Networks  
408-753-3872  
[kturcotte@paloaltonetworks.com](mailto:kturcotte@paloaltonetworks.com)

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