

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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Filed 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* <b>GOETZ JAMES J</b> (Last) (First) (Middle) 3000 SAND HILL ROAD, 4-250 (Street) MENLO PARK CA 94025 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Palo Alto Networks Inc [ PANW ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <b>07/25/2012</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/25/2012		C		335,396	A	(1)	335,396	I	By Sequoia Technology Partners XI, LP <sup>(2)</sup>
Common Stock	07/25/2012		C		1,155,116	A	(1)	1,155,116	I	By Sequoia Capital XI Principals Fund, LLC <sup>(2)</sup>
Common Stock	07/25/2012		C		10,617,630	A	(1)	10,617,630	I	By Sequoia Capital XI LP <sup>(2)</sup>
Common Stock	07/25/2012		C		16,150	A	(1)	16,150	I	By Sequoia Capital Growth Partners III, LP <sup>(3)</sup>
Common Stock	07/25/2012		C		76,202	A	(1)	76,202	I	By Sequoia Capital Growth III Principals Fund, LLC <sup>(3)</sup>
Common Stock	07/25/2012		C		1,475,592	A	(1)	1,475,592	I	By Sequoia Capital Growth Fund III, LP <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	(1)	07/25/2012		C		6,690		(1)	(1)	Common Stock	6,690	\$0	0	I	By Sequoia Technology Partners XI, LP <sup>(2)</sup>
Series A-1 Preferred Stock	(1)	07/25/2012		C		23,038		(1)	(1)	Common Stock	23,038	\$0	0	I	By Sequoia Capital XI Principals Fund, LLC <sup>(2)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	(1)	07/25/2012		C			211,772	(1)	(1)	Common Stock	211,772	\$0	0	I	By Sequoia Capital XI LP <sup>(2)</sup>
Series A-2 Preferred Stock	(1)	07/25/2012		C			242,600	(1)	(1)	Common Stock	242,600	\$0	0	I	By Sequoia Technology Partners XI, LP <sup>(2)</sup>
Series A-2 Preferred Stock	(1)	07/25/2012		C			835,528	(1)	(1)	Common Stock	835,528	\$0	0	I	By Sequoia Capital XI Principals Fund, LLC <sup>(2)</sup>
Series A-2 Preferred Stock	(1)	07/25/2012		C			7,680,022	(1)	(1)	Common Stock	7,680,022	\$0	0	I	By Sequoia Capital XI LP <sup>(2)</sup>
Series B Preferred Stock	(1)	07/25/2012		C			66,089	(1)	(1)	Common Stock	66,089	\$0	0	I	By Sequoia Technology Partners XI, LP <sup>(2)</sup>
Series B Preferred Stock	(1)	07/25/2012		C			227,612	(1)	(1)	Common Stock	227,612	\$0	0	I	By Sequoia Capital XI Principals Fund, LLC <sup>(2)</sup>
Series B Preferred Stock	(1)	07/25/2012		C			2,092,167	(1)	(1)	Common Stock	2,092,167	\$0	0	I	By Sequoia Capital XI LP <sup>(2)</sup>
Series C Preferred Stock	(1)	07/25/2012		C			20,017	(1)	(1)	Common Stock	20,017	\$0	0	I	By Sequoia Technology Partners XI, LP <sup>(2)</sup>
Series C Preferred Stock	(1)	07/25/2012		C			68,938	(1)	(1)	Common Stock	68,938	\$0	0	I	By Sequoia Capital XI Principals Fund, LLC <sup>(2)</sup>
Series C Preferred Stock	(1)	07/25/2012		C			633,669	(1)	(1)	Common Stock	633,669	\$0	0	I	By Sequoia Capital XI LP <sup>(2)</sup>
Series C Preferred Stock	(1)	07/25/2012		C			16,150	(1)	(1)	Common Stock	16,150	\$0	0	I	By Sequoia Capital Growth Partners III, LP <sup>(3)</sup>
Series C Preferred Stock	(1)	07/25/2012		C			76,202	(1)	(1)	Common Stock	76,202	\$0	0	I	By Sequoia Capital Growth III Principals Fund, LLC <sup>(3)</sup>
Series C Preferred Stock	(1)	07/25/2012		C			1,475,592	(1)	(1)	Common Stock	1,475,592	\$0	0	I	By Sequoia Capital Growth Fund III, LP <sup>(3)</sup>

**Explanation of Responses:**

- Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock automatically converted 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 had no expiration date.
- 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.
- 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.

/s/ Melinda Dunn, by power of attorney for James J. Goetz      07/25/2012

\*\* 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 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).

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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