Lyle Christopher Form 3 July 19, 2012

## FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Palo Alto Networks Inc [PANW] A Lyle Christopher (Month/Day/Year) 07/19/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 3000 SAND HILL (Check all applicable) ROAD, 4-250 (Street) 6. Individual or Joint/Group 10% Owner Director Officer \_X\_ Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Member of 10% Owner Group Person MENLO PARK, Â CAÂ 94025 \_X\_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock, \$0.0001 par value per share I By SCGE Fund, L.P. (1) (2) 110,677 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Security	Direct (D)	

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Date Expiration Amount or or Indirect Exercisable Date Number of (I) Shares (Instr. 5)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other	
Lyle Christopher 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	Â	Â	Â	Member of 10% Owner Group	
SCGE GenPar, Ltd. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	Â	Â	Â	Member of 10% Owner Group	
SCGE (LTGP), L.P. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	Â	Â	Â	Member of 10% Owner Group	
SCGE Fund, L.P. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	Â	Â	Â	Member of 10% Owner Group	
SCGE MANAGEMENT, L.P. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	Â	Â	Â	Member of 10% Owner Group	

## **Signatures**

- 9			
/s/ Christopher Lyle, Christopher Lyle			
**Signature of Reporting Person	Date		
/s/ Christopher Lyle, Christopher Lyle, a Director of SCGE GenPar			
**Signature of Reporting Person	Date		
/s/ Christopher Lyle, Christopher Lyle, a Director of SCGE GenPar, the General Partner of SCGE LTGP			
**Signature of Reporting Person	Date		
/s/ Christopher Lyle, Christopher Lyle, a Director of SCGE GenPar, the General Partner of SCGE LTGP, the General Partner of SCGE Fund	07/19/2012		
**Signature of Reporting Person	Date		
/s/ Christopher Lyle, Christopher Lyle, a Director of SCGE GenPar, the General Partner of SCGE Management	07/19/2012		
**Signature of Reporting Person	Date		

Reporting Owners 2

## **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).
  - Christopher Lyle is a Director and President of SCGE GenPar, Ltd. ("SCGE GenPar"). SCGE GenPar is the sole general partner of each of (i) SCGE (LTGP), L.P. ("SCGE LTGP"), which is the sole general partner of SCGE Fund, L.P. ("SCGE Fund"), and (ii) SCGE
- (1) Management, L.P., a registered investment advisor under the Investment Company Act of 1940, as amended, which acts as investment adviser to SCGE Fund (collectively, the "SCGE Entities"). Mr. Lyle is the sole person with voting and investment power on behalf of the SCGE Entities. By virtue of these relationships, each of the SCGE Entities and Mr. Lyle may be deemed to share beneficial ownership of the shares held by SCGE Fund. (Continued in Footnote 2)
- (Continued from Footnote 1) Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his or its 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 purposes.

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#### **Remarks:**

Each of the Reporting Persons may be deemed to be a member of a 10% owner "group"Â withinA

### 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.