



Item 5.07 Submission of Matters to a Vote of Security Holders.

On December 7, 2018, Palo Alto Networks, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, proxies representing 75,282,009 shares of the Company’s common stock, or approximately 79.81% of the total shares entitled to vote, were present in person or by proxy. The matters before the Annual Meeting were described in more detail in the Company’s definitive proxy statement (the “Proxy Statement”) filed with the United States Securities and Exchange Commission on October 22, 2018.

Proposal One – Election of Directors. The following nominees were elected as Class I directors to serve until the 2021 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified.

| Nominee           | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| John M. Donovan   | 54,306,525 | 6,733,046      | 14,242,438       |
| Mary Pat McCarthy | 60,344,492 | 695,079        | 14,242,438       |
| Nir Zuk           | 54,444,278 | 6,595,293      | 14,242,438       |

Proposal Two – Ratification of the Appointment of Independent Registered Public Accounting Firm. The appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal 2019 was ratified.

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 74,700,603 | 522,959       | 58,447      |

Proposal Three – Advisory Vote on Executive Compensation. The Company’s stockholders cast their votes with respect to an advisory vote on executive compensation as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 12,841,713 | 47,990,705    | 207,153     | 14,242,438       |

Proposal Four – Advisory Vote on the Frequency of our Future Advisory Votes on Executive Compensation. The Company’s stockholders cast their votes with respect to the advisory vote on the frequency of future advisory votes on executive compensation as follows:

| 1 Year     | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|------------|---------|---------|-------------|------------------|
| 59,954,096 | 69,716  | 952,354 | 63,405      | 14,242,438       |

**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/ NIKESH ARORA

Nikesh Arora

Chief Executive Officer

Date: December 11, 2018