

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>Milliken Darren J.</u>  (Last) (First) (Middle) C/O FORESCOUT TECHNOLOGIES, INC. 190 WEST TASMAN DRIVE  (Street) SAN JOSE CA 95134  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FORESCOUT TECHNOLOGIES, INC [</u> <u>FSCT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, GC &amp; Corp Compliance Ofcr</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/14/2018		M		11,575	A	\$8.44	14,404	D	
Common Stock	05/14/2018		S <sup>(1)</sup>		14,404	D	\$29.744 <sup>(2)</sup>	0	D	
Common Stock	05/15/2018		M		5,398	A	<sup>(3)</sup>	5,398	D	
Common Stock	05/15/2018		F		2,517 <sup>(4)</sup>	D	\$30.42	2,881	D	
Common Stock	05/16/2018		S <sup>(1)</sup>		2,881	D	\$30.199 <sup>(5)</sup>	0	D	

**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					
Employee Stock Option (right to buy)	\$8.44	05/14/2018		M			11,575	<sup>(6)</sup>	02/04/2024	Common Stock 11,575	\$0.00	97,425	D	
Restricted Stock Units	<sup>(3)</sup>	05/15/2018		M			5,398	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock 5,398	\$0.00	16,191	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- This sale price represents the weighted average sale price of the shares sold ranging from \$29.24 to \$30.10 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Issuer common stock.
- These shares were withheld by the Issuer in order to cover tax withholding obligations in connection with the vesting of RSUs.
- This sale price represents the weighted average sale price of the shares sold ranging from \$29.80 to \$30.50 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- One-fourth of the shares subject to the option vested on January 29, 2015 and one forty-eighth of the shares vest monthly thereafter.
- The RSUs vest in four equal annual installments beginning on May 15, 2018.

**Remarks:**

/s/ Russell J. Wood, by power 05/16/2018  
of attorney

\*\* 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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