

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

FORM 8-K

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

Date of Report (date of earliest event reported)
September 14, 2022

Zscaler, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

001-38413
(Commission File Number)

26-1173892
(I.R.S. Employer Identification Number)

120 Holger Way
San Jose, California 95134
(Address of principal executive offices and zip code)
(408) 533-0288
(Registrant's telephone number, including area code)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange of which registered |
|---------------------------------|-------------------|---|
| Common Stock, \$0.001 Par Value | ZS | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

(e) Fiscal Year 2023 Cash Compensation

On September 14, 2022, the Compensation Committee of the Board of Directors of Zscaler, Inc. approved terms of cash compensation for the Company's fiscal year ending July 31, 2023 ("*Fiscal 23*") for the Company's named executive officers identified below in the amounts reflected below:

| Name and Title | Base Salary | Target Bonus |
|--|--------------------|---------------------|
| Remo Canessa, Chief Financial Officer | \$430,000 | \$325,000 |
| Amit Sinha, President | \$430,000 | \$325,000 |
| Dali Rajic, President Go-to-Market and CRO | \$430,000 | \$430,000 |
| Robert Schlossman, Chief Legal Officer and Secretary | \$375,000 | \$250,000 |

All changes were effective August 1, 2022, the first day of Fiscal 23.

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.

September 19, 2022

Zscaler, Inc.

/s/ Remo Canessa

Remo Canessa

Chief Financial Officer