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

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2

Zscaler, Inc.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)1 and 0-11.
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Your **Vote** Counts!

ZSCALER, INC.

Fiscal 2025 Annual Meeting
Vote by January 11, 2026
11:59 PM ET

ZSCALER, INC.
120 HOLGER WAY
SAN JOSE, CALIFORNIA 95134



V81501-P39772

You invested in ZSCALER, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on January 12, 2026.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to December 29, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

January 12, 2026
1:00 p.m., Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/ZS2026

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect three Class II directors to hold office until the 2028 Annual Meeting of Stockholders or until their successors are elected and qualified, subject to their earlier death, resignation or removal. Nominees: 01) Andrew Brown 02) Scott Darling 03) David Schneider	✔ For
2. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year ending July 31, 2026.	✔ For
3. To approve on a non-binding, advisory basis, the compensation of our named executive officers.	✔ For
4. To approve on a non-binding, advisory basis, the frequency of future stockholder advisory votes on the compensation of our named executive officers.	1 Year
5. To vote on a non-binding stockholder proposal requesting the declassification of our board of directors.	✘ Against
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".