

**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 1, 2021

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.

(d) Appointment of Director

On and effective as of September 1, 2021, the Board of Directors (the “**Board**”) of Zscaler, Inc. (the “**Company**”) approved the expansion of the size of the Board from seven to eight and appointed Eileen Naughton as a Class I director of the Company, with a term expiring at the Company’s annual meeting of stockholders for fiscal year 2021. Ms. Naughton was not appointed to any committees of the Board.

There is no arrangement or understanding between Ms. Naughton and any other persons pursuant to which Ms. Naughton was selected as a director. Other than the indemnification agreement described in the following paragraph, Ms. Naughton does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Ms. Naughton will receive the standard compensation and equity awards provided to the Company’s non-employee directors and committee members for their service pursuant to the Company’s Outside Director Compensation Policy. In addition, Ms. Naughton will enter into the Company’s standard form of director indemnification agreement, which was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 filed with the SEC on February 16, 2018.

A copy of the Company’s press release announcing Ms. Naughton’s appointment is attached hereto as Exhibit 99.1.

The information in Exhibit 99.1 attached to this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

(e) Fiscal Year 2022 Cash Compensation

On September 1, 2021, the Compensation Committee of the Board approved terms of cash compensation for the Company’s fiscal year ending July 31, 2022 (“**Fiscal 22**”) 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	\$400,000	\$300,000
Amit Sinha, President of R&D, Operations and Customer Service, CTO	\$400,000	\$300,000
Dali Rajic, President Go-to-Market and CRO	\$415,000	\$415,000
Robert Schlossman, Chief Legal Officer and Secretary	\$325,000	\$225,000

All changes were effective August 1, 2021, the first day of Fiscal 22.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated September 7, 2021.

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 7, 2021

Zscaler, Inc.

/s/ Remo Canessa

Remo Canessa
Chief Financial Officer

[Zscaler Letterhead]

Zscaler Appoints Industry Veteran Eileen Naughton to its Board of Directors

Naughton's senior leadership experience in People and Culture, team strategy, operations and execution at global technology and media companies complements Zscaler's business strategy

SAN JOSE, Sept. 7, 2021 -- [Zscaler, Inc.](#) (NASDAQ: ZS), the leader in cloud security, today announced the appointment of Eileen Naughton to its board of directors, increasing the board size to eight.

"Eileen's expertise in fostering company culture for large-scale technology and media organizations will be a valuable asset in helping advance Zscaler's long-term vision and growth strategy," said Jay Chaudhry, CEO, chairman and founder, Zscaler. "We are committed to attracting and appointing leaders to Zscaler's board of directors from varying experiences and diverse backgrounds. Eileen's unique qualifications will bring in new perspectives and help us achieve our goal to accelerate our customers' secure digital transformation journey."

Most recently, Ms. Naughton served as the Chief People Officer and Vice President of People Operations at Google, Inc. from 2016 to 2021. Prior to 2016, she served in a variety of senior leadership roles at Google dating back to 2006, including as Vice President and Managing Director for Google UK & Ireland, and Vice President of Global Sales where she established and led Google's first global sales team responsible for a portfolio of the world's largest ad agencies and corporations. Ms. Naughton has also held several executive positions at Time Warner, including president of TIME Magazine.

Ms. Naughton is currently a board member of Olive AI and The Center for Discovery, and earlier served on the boards of directors of L'Oreal and The XOGroup. Ms. Naughton holds a Bachelor of Arts in International Relations from the University of Pennsylvania, a Master of Arts from the Lauder Institute, and a Master of Business Administration from the University of Pennsylvania's Wharton School.

About Zscaler

Zscaler (NASDAQ: ZS) accelerates digital transformation so customers can be more agile, efficient, resilient, and secure. The Zscaler Zero Trust Exchange protects thousands of customers from cyberattacks and data loss by securely connecting users, devices, and applications in any location. Distributed across more than 150 data centers globally, the SASE-based Zero Trust Exchange is the world's largest in-line cloud security platform.

Zscaler™ and the other trademarks listed at <https://www.zscaler.com/legal/trademarks> are either (i) registered trademarks or service marks or (ii) trademarks or service marks of Zscaler, Inc. in the

United States and/or other countries. Any other trademarks are the properties of their respective owners.

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