

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

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**FORM 8-K**

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

**Date of Report (date of earliest event reported)**

October 6, 2022

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**Zscaler, Inc.**

(Exact name of registrant as specified in its charter)

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**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) 553-0288**  
(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:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange of which registered</b>
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.

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

On October 6, 2022, Amit Sinha, Ph.D. informed Zscaler, Inc. (the “Company”) of his intention to resign from his position as President of the Company effective as of October 21, 2022. Dr. Sinha will continue as a member of the Board of Directors of the Company. In connection with his resignation, Dr. Sinha and the Company entered into an agreement canceling all unvested equity awards granted to Dr. Sinha in connection with his employment, a copy of which will be filed with the Company’s Quarterly Report on Form 10-Q for the quarter ending October 31, 2022.

**Item 8.01 Other Events.**

On October 10, 2022, the Company issued a press release related to the event described in Item 5.02 of this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<a href="#">Press release dated October 10, 2022.</a>

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**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.

October 11, 2022

**Zscaler, Inc.**

/s/ Remo Canessa  
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Remo Canessa  
Chief Financial Officer

## Zscaler Announces Resignation of Amit Sinha as President; Sinha to Remain on the Board of Directors

**SAN JOSE, Calif., October 10, 2022** - Zscaler, Inc. (NASDAQ: ZS), the leader in cloud security, today announced that Amit Sinha has accepted a CEO position at a privately-held technology company and will resign from Zscaler effective October 21, 2022. Dr. Sinha will continue his role as a member of the company's Board of Directors. Functions of R&D, Cloud Operations and Customer Support that reported to Dr. Sinha will now report directly to Jay Chaudhry, Chairman and CEO.

"I'd like to thank Amit for his outstanding contributions to Zscaler over the past 12 years in multiple roles including most recently as President. His technical brilliance and people leadership has helped grow Zscaler into the market leader in cloud security," said Chaudhry. "With strong and talented leaders in R&D, cloud operations and customer support, Zscaler will continue to drive our customer-centric growth strategy and innovate on our cloud platform and offerings."

Chaudhry continued, "I am pleased that Amit will remain on the Board of Directors of the company as a trusted advisor and strong supporter of Zscaler as we continue to scale our business to our \$5 billion ARR target and beyond."

Dr. Sinha said, "It has been my great honor to serve as President of the company and to partner with Jay and the Zscaler team over the last twelve years to build the leading cloud security provider. The decision to leave this incredible team was difficult, as I pursue my career aspirations to become a CEO. I am confident in Zscaler's continued success and industry leadership in the coming years, and look forward to continuing my contributions as a board member."

### Forward-Looking Statements

This press release contains forward-looking statements that are based on our management's beliefs and assumptions and on information currently available to our management. Additional risks and uncertainties are set forth in our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on September 15, 2022, which is available on our website at [ir.zscaler.com](http://ir.zscaler.com) and on the SEC's website at [www.sec.gov](http://www.sec.gov). Any forward-looking statements in this release are based on the limited information currently available to Zscaler as of the date hereof, which is subject to change, and Zscaler will not necessarily update the information, even if new information becomes available in the future.

### 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 SSE-based Zero Trust Exchange is the world's largest in-line cloud security platform.

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