

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Sinha Amit</u>  (Last) (First) (Middle) C/O ZSCALER, INC. 120 HOLGER WAY  (Street) SAN JOSE CA 95134  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Zscaler, Inc. [ ZS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2022</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	09/14/2022		A		71,873 <sup>(1)</sup>	A	\$0	337,997	D	
Common Stock	09/16/2022		s <sup>(2)</sup>		18,974	D	\$167.9724 <sup>(3)</sup>	319,023	D	
Common Stock								115,702	I	See footnote <sup>(4)</sup>
Common Stock								62,375	I	See Footnote <sup>(5)</sup>
Common Stock								62,374	I	See Footnote <sup>(6)</sup>
Common Stock								46,000	I	See footnote <sup>(7)</sup>
Common Stock								46,000	I	See Footnote <sup>(8)</sup>
Common Stock								70,000	I	See Footnote <sup>(9)</sup>

**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)					

**Explanation of Responses:**

- Represents restricted stock units granted upon achievement of certain FY22 performance metrics pursuant to performance-based restricted stock units granted September 1, 2021 under Zscaler's Fiscal Year 2018 Incentive Plan. The restricted stock units will vest 25% on September 15, 2022 and 6.25% each quarter thereafter until fully vested.
- Represents the number of shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units as mandated by the Issuer's election under its equity incentive plans and does not represent a discretionary trade by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.9721 to \$167.9727, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The shares are held of record by the Sinha Revocable Trust dated September 24, 2011 for which the reporting person serves as trustee.
- The shares are held of record in trust for the reporting person's minor son for which Neha and Piyush Kumar serve as co-trustees.
- The shares are held of record in trust for the reporting person's minor daughter for which Neha and Piyush Kumar serve as co-trustees.
- The shares are held of record by the South Dakota Trust Co. LLC TTEE Sinha Family Incentive Trust
- The shares are held of record by the South Dakota Trust Co. LLC TTEE Sinha Education Excellence Trust.
- The shares are held of record by the Amit & Deepali Sinha Foundation for which the reporting person and his spouse serve as trustees.

**Remarks:**

/s/ Torrie Nute, by power of attorney

09/16/2022

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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