

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Chaudhry Jagtar Singh</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O ZSCALER, INC.</u></p> <p><u>110 ROSE ORCHARD WAY</u></p> <hr/> <p>(Street)</p> <p><u>SAN JOSE CA 95134</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Zscaler, Inc. [ZS]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>03/20/2018</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p style="text-align: center;"><u>President, CEO & Chairman</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	03/20/2018		C		2,127,760	A	(1)(3)(4)	2,177,994	D	
Common Stock	03/20/2018		C		23,040,199	A	(1)(3)(4)	24,617,379	I	See footnote.(2)
Common Stock								33,333	I	See footnote.(5)
Common Stock								13,332	I	See footnote.(6)
Common Stock								6,666	I	See footnote.(7)

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	03/20/2018		C			875,453	(1)	(1)	Common Stock	875,453	(1)	0	D	
Series A Convertible Preferred Stock	(1)	03/20/2018		C			9,479,740	(1)	(1)	Common Stock	9,479,740	(1)	0	I	See footnote.(2)
Series B Convertible Preferred Stock	(3)	03/20/2018		C			1,169,704	(3)	(3)	Common Stock	1,169,704	(3)	0	D	
Series B Convertible Preferred Stock	(3)	03/20/2018		C			12,665,999	(3)	(3)	Common Stock	12,665,999	(3)	0	I	See footnote.(2)
Series C Convertible Preferred Stock	(4)	03/20/2018		C			82,603	(4)	(4)	Common Stock	82,603	(4)	0	D	
Series C Convertible Preferred Stock	(4)	03/20/2018		C			894,460	(4)	(4)	Common Stock	894,460	(4)	0	I	See footnote.(2)

1. Name and Address of Reporting Person*

Chaudhry Jagtar Singh

(Last) (First) (Middle)

C/O ZSCALER, INC.

110 ROSE ORCHARD WAY

(Street)

SAN JOSE CA 95134

(City) (State) (Zip)

1. Name and Address of Reporting Person*

CHAUDHRY P JYOTI

(Last) (First) (Middle)

C/O ZSCALER, INC.
110 ROSE ORCHARD WAY

(Street)

SAN JOSE CA 95134

(City) (State) (Zip)

Explanation of Responses:

1. The Series A Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
2. The shares are held of record by P. Jyoti Chaudhry.
3. The Series B Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
4. The Series C Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
5. The shares are held of record by The Chaudhry Family Trust dated August 1, 2014 for which Surjit Kaur serves as trustee.
6. The shares are held of record by The Chaudhry Family Trust f/b/o Manpreet Bains for which Ms. Kaur serves as trustee.
7. The shares are held of record by The P. Jyoti Chaudhry Family Trust dated March 1, 2000 for which Ms. Kaur serves as trustee.

Remarks:

/s/ Torrie Nute, by power of attorney for Jagtar S. Chaudhry. 03/20/2018

/s/ Torrie Nute, by power of attorney for P. Jyoti Chaudhry. 03/20/2018

** Signature of Reporting Person Date

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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