FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB APPRO	DVAL								
OMB Number:	3235-0287								
Estimated average burden hours per response: 0.9									
hours per response:	0.5								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Sinha Amit			2. Issuer Name and Ticker or Trading Symbol Zscaler, Inc. [ZS]						Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner								
(Last) (First) (Middle) C/O ZSCALER, INC.				3. Date of Earlie 12/09/2021	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2021						X Officer (give title Other (specify below) President of R&D and CTO						
120 HOLGER WAY			4 If Amendmen	4. If Amendment, Date of Original Filed (Month/Day/Year)						Individual or Joint/Group Filing (Check Applicable							
(Street)	SE C	4. II Amendmen		X Form filed by One Reporting Person Form filed by More than One Reporting													
(City)	(S	tate) (Zip)									Person					
		Tabl	e I - Non-Deriv	ative Securiti	es Acq	uirec	l, Dispose	ed of, o	or Benefici	ally Owne	d						
		2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date f) if any (Month/Day/Yea	Code	saction (Instr.	4. Securities Of (D) (Instr	s Acquire . 3, 4 and	ed (A) or Dispos 5)	5. Amount of Securities Beneficially Owned Following Reported		6. Ownershi Form: Direc (D) or Indire (I) (Instr. 4)	rect Ind lirect Be 4) Ov	Nature of lirect neficial mership				
					Code	v	Amount	(A) or (D)	Price	Transac (Instr. 3	tion(s)		((Instr. 4)			
Common	Stock		12/09/2021		М		7,000	A	\$5.925	261	,252	D					
Common	Stock		12/09/2021		S ⁽¹⁾		600	D	\$301.0983	260	,652	D					
Common	Stock		12/09/2021		S ⁽¹⁾		506	D	\$302.545	260	,146	D					
Common	Stock		12/09/2021		S ⁽¹⁾		900	D	\$303.4456	259	,246	D					
Common	Stock		12/09/2021		S ⁽¹⁾		600	D	\$304.2167	258	258,646						
Common	Stock		12/09/2021		S ⁽¹⁾		700	D	\$305.7914	(6) 257	257,946						
Common	Stock		12/09/2021		S ⁽¹⁾		700	D	\$306.6214	.(7) 257	257,246						
Common	Stock		12/09/2021		S ⁽¹⁾		900	D	\$307.7933	256	256,346						
Common	Stock		12/09/2021		S ⁽¹⁾		1,000	D	\$308.838	⁽⁹⁾ 255	255,346						
Common	Stock		12/09/2021		S ⁽¹⁾		200	D	\$310.01(1)	0) 255	255,146						
Common	Stock		12/09/2021		S ⁽¹⁾		200	D	\$310.78 ⁽¹⁾	¹⁾ 254	254,946						
Common	Stock		12/09/2021		S ⁽¹⁾		200	D	\$311.94(1)	²⁾ 254	254,746						
Common	Stock		12/09/2021		S ⁽¹⁾		94	D	\$313	254	254,652						
Common	Stock		12/09/2021		S ⁽¹⁾		400	D	\$314.4025	(13) 254	3) 254,252						
Common	Stock									46,	46,000		Se fo	e otnote ⁽¹⁴⁾			
Common	Stock									46,	46,000		Se Fo	e otnote ⁽¹⁵⁾			
Common	Stock									131	131,702		.702 I		See footnote ⁽¹⁶⁾		
Common	Stock				\perp					72,	72,375		I See Footnote ⁽¹⁷⁾				
Common	Stock				\perp					1 79 37/4 1 1 1		Se Fo	e otnote ⁽¹⁸⁾				
Common Stock									66,000		I 00		See Footnote ⁽¹⁹⁾				
		Т	able II - Derivat (e.g., p	tive Securities uts, calls, wa													
Derivative Conversion Date Security Or Exercise (Month/Day/Year) if		3A. Deemed Execution Date, if any	1. Transaction Code (Instr. 3) Sect Acqu (A) co Disp of (D (Instr. 4)	of Exp		Exercisable ar on Date Day/Year)	nd 7. 7 Am Sei Un De	Fitle and nount of curities derlying rivative Security str. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Numl derivati Securit Benefic Owned Followi Reporte Transac (Instr. 4	ve Cies Fially Cong (fed cition(s)	0. Ownership Form: Direct (D) or Indirect () (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
		1									1						

		Т	able II - Deriva				,		1	lor 🤊	Owned			
			(e.g.,	puts, i	calls	warrant	s, options	Converti	pie secu	INTHEASE)				
1. Title of	2. Conversion	3. Transaction	3A. Deemed	4 ode		(5A)Nu(nDb)er	6xiDatesElatero	istadde and	Titletle an		8. Price of	9. Number of derivative	10. Ownership	11. Nature
Employee Stock 3)	or Exercise Price of	(Month/Day/Year)	if any (Month/Day/Year)	Code (Derivative Securities	(Month/Day/\	ear)	Securities		Security (Instr. 5)	Securities Beneficially	Form: Direct (D)	Beneficial Ownership
Option (right to	De§5.925e Security	12/09/2021		M		Acqu _{7,000} (A) or Disposed	(20)	04/10/2027	Commone (IrStock) ar	S7,000' ld 4)	\$0	Own _{8,333} Following Reported	or In _D rect (I) (Instr. 4)	(Instr. 4)
buy)						of (D)						Transaction(s)		
Explanatio	n of Respons	es:				(Instr. 3, 4 and 5)						(Instr. 4)		

- 1. The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted on September 29, 2020.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$300.78 to \$301.44, 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 ranges set forth in the footnotes to this Form 4.
- 3. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$301.97 to \$302.96, inclusive.
- 4. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$303.01 to 303.84, inclusive.
- 5. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$304.06 to \$900.00, inclusive.

 6. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$304.06 to \$900.00, inclusive.

 6. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$304.06 to \$900.00, inclusive.
- 7. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$306.28 to \$307.05, inclusive.
- 8. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$307.32 to \$308.30, inclusive.
- 9. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$308.38 to \$309.35, inclusive.
- 10. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$309.69 to \$310.33, inclusive.
- 11. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$310.77 to \$310.79, inclusive.
- 12. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$311.85 to \$312.03, inclusive.
- 13. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$314.01 to \$314.81, inclusive.
- 14. The shares are held of record by the South Dakota Trust Co. LLC TTEE Sinha Family Incentive Trust
- 15. The shares are held of record by the South Dakota Trust Co. LLC TTEE Sinha Education Excellence Trust.
- 16. The shares are held of record by the Sinha Revocable Trust dated September 24, 2011 for which the reporting person serves as trustee.
- 17. 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.
- 18. 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.
- 19. The shares are held of record by the Amit & Deepali Sinha Foundation for which the reporting person and his spouse serve as trustees.
- 20. One-fourth of the shares subject to the option vest on November 1, 2018 and 1/48 of the shares vest monthly thereafter.

Remarks:

/s/ Torrie Nute, by power of attorney

12/10/2021

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.