

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
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

1. Name and Address of Reporting Person* <u>Apte Manoj</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Strategy Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2020	
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			
Commom Stock	06/15/2020		S <sup>(1)</sup>		6,916	D	\$101.8832 <sup>(2)</sup>	239,169	I	See footnote <sup>(3)</sup>
Commom Stock	06/15/2020		S <sup>(1)</sup>		7,700	D	\$102.7147 <sup>(4)</sup>	231,469	I	See footnote <sup>(3)</sup>
Commom Stock	06/15/2020		S <sup>(1)</sup>		29,758	D	\$103.8638 <sup>(5)</sup>	201,711	I	See footnote <sup>(3)</sup>
Commom Stock	06/15/2020		S <sup>(1)</sup>		23,626	D	\$104.5815 <sup>(6)</sup>	178,085	I	See footnote <sup>(3)</sup>
Common Stock								70,579	I	See footnote <sup>(7)</sup>
Common Stock	06/15/2020		S		1,752 <sup>(8)</sup>	D	\$99.86	112,328	D	
Common Stock	06/15/2020		S		72 <sup>(8)</sup>	D	\$101.725	112,256 <sup>(9)</sup>	D	

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:

- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted on April 3, 2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.29 to \$102.28, 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 footnote (2) and footnotes (4) through (6) this Form 4.
- The shares are held directly by the Suhas and Prachi Godbole Family Trust dated December 4, 2017 for which the reporting person's in-laws serve as trustees.
- The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.29 to \$103.28, inclusive.
- The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.29 to \$104.28 inclusive.
- The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$104.29 to \$105.27, inclusive.
- The shares are held directly by the Akshay Kosh Family Trust dated December 18, 2006 for which the reporting person and his spouse serve as trustees.
- These shares were sold in a sell-to-cover transaction for the taxes due in connection with RSUs vesting on June 15, 2020.
- Includes 1,562 shares acquired under the Issuer's Fiscal Year 2018 Employee Stock Purchase Plan on June 15, 2020.

Remarks:

/s/ Torrie Nute, by power of attorney 06/17/2020

\*\* 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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