SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Section 16. Form 4 or Form 5	
obligations may continue. See	
nstruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* BLASING KAREN			2. Issuer Name and Ticker or Trading Symbol Zscaler, Inc. [ZS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
DLASING NAKEN				X	Director	10% Owner				
(Last) (First) (Middle) C/O ZSCALER, INC. 120 HOLGER WAY		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2021		Officer (give title below)	Other (specify below)				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) SAN JOSE	CA	95134		X	Form filed by One Re Form filed by More th Person					
(City)	(State)	(Zip)								

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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code V		Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/15/2021		М		2,000	A	\$5.82	3,763	D	
Common Stock	03/15/2021		S ⁽¹⁾		210	D	\$181.3624(2)	3,553	D	
Common Stock	03/15/2021		S ⁽¹⁾		500	D	\$182.838 ⁽³⁾	3,053	D	
Common Stock	03/15/2021		S ⁽¹⁾		790	D	\$183.8475 ⁽⁴⁾	2,263	D	
Common Stock	03/15/2021		S ⁽¹⁾		500	D	\$184.98	1,763	D	
Common Stock								25,624	I	See footnote ⁽⁵⁾

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. Transa Code (8)		of		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				
Employee Stock Option (right to buy)	\$5.82	03/15/2021		М			2,000	(6)	03/02/2027	Common Stock	2,000	\$0	149,334	D	

Explanation of Responses:

1. The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted on January 2, 2021.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$181.07 to \$181.91, 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 footnotes (2) and (4) 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 \$182.19 to \$183.17, inclusive.

4. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.33 to \$184.22, inclusive.

5. The shares are held of record by The Blasing Family Revocable Trust U/A dtd 12/22/2005 for which the reporting person serves as trustee.

6. The shares subject to the options are fully vested and immediately exercisable.

Remarks:

/s/ Torrie Nute, by power of <u>03/16/2021</u>

** Signature of Reporting Person

n 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.