

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Brown Andrew William Fraser</u> (Last) (First) (Middle) <u>C/O ZSCALER, INC.</u> <u>110 ROSE ORCHARD WAY</u> (Street) <u>SAN JOSE CA 95134</u> (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/13/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	09/13/2018		M		13,333	A	\$1.43	14,520 ⁽¹⁾	D	
Common Stock	09/13/2018		M		21,667	A	\$4.125	36,187	D	
Common Stock	09/13/2018		S		35,000	D	\$40.6106 ⁽²⁾	1,187	D	
Common Stock								48,813 ⁽³⁾	I	See footnote ⁽⁴⁾

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
Stock Option (right to buy)	\$1.43	09/13/2018		M		13,333		(5)	12/06/2020 ⁽⁶⁾	Common Stock	13,333	\$0.00	0	D	
Stock option (right to buy)	\$4.125	09/13/2018		M		21,667		(7)	10/14/2025	Common Stock	21,667	\$0.00	128,333	D	

Explanation of Responses:

- Includes 1,187 shares previously held by the Andrew W. F. Brown 2017 Grantor Retained Annuity Trust for which the reporting person's spouse serves as trustee (the "Brown GRAT") which were registered on June 20, 2018 to 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 \$40.60 to \$40.77, 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.
- Excludes 1,187 shares previously held by the Brown GRAT which were registered on June 20, 2018 to the reporting person.
- The shares are held of record by the Brown GRAT.
- Shares subject to the option are fully vested and immediately exercisable.
- The option was previously reported in a Form 3 filed on March 15, 2018 which mistakenly reported an expiration date of December 6, 2023.
- The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option vest in 48 equal monthly installments beginning on November 14, 2015.

Remarks:

/s/ Torrie Nute, by power of attorney 09/14/2018

** 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.

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.