FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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

(Last) (First) (Middle) C/O ZSCALER, INC. 120 HOLGER WAY (Street) SAN JOSE CA 95134 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Oisposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Securities Acquired, Disposed of, or Beneficially Owned (instr. 3 and 4) Securities Beneficially Owned (instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6) Table II - Derivative Se	Name and Address of Reporting Person* CANESSA REMO					2. Issuer Name and Ticker or Trading Symbol Zscaler, Inc. [ZS]									(Che	eck all app Direc	,		rson(s) to Is 10% O Other (wner	
4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) SAN JOSE CA 95134 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities (Instr. 4	C/O ZSCALER, INC.						` , ,									belov	pelow) ``		below)	.,	
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 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 Date (Month/Day/Year) (Instr. 4) 3. Transaction (D) (Instr. 3, 4 and 4) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 4) 5. Amount of Securities Owned (Instr. 4) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Derivative Securities (Instr. 5) 9. Number of Securities Owned (Instr. 4) 10. Owned Following Reported Transaction(S) (Instr. 4) 11. No Owned Following Reported Transaction(S) (Instr. 4) 12. Owned Following Reported Transaction(S) (Instr. 4) 13. Amount of Securities Securities Securities Securities (Instr. 5) 10. Owned Following Reported Transaction Securities Securities Securities Securities (Instr. 4) 11. No Owned Following Reported Transaction(S) (Instr. 4) 12. Owned Following Reported Transaction(S) (Instr. 4) 13. Transaction Securities Sec	(Street) SAN JOSE CA 95134					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line	X Form filed by One Reporting Person Form filed by More than One Reporting					
Date (Month/Day/Year) Price (Month/Day/Year) Date (Month/Day/Year) Month/Day/Year) Date (Month/Day/Year) Month/Day/Year) Date (Month/Day/Year) Month/Day/Year)			Table	I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	3ene	ficial	ly Own	ed				
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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) Price of Derivative Security Secu										Code	v	Amount	(A) (D)) or I	Price	Transa	ction(s)			(iii3iii 4)	
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) Price of Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Security Se	Common Stock			04/13/	13/2021						13,830 ⁽¹⁾ A		A	\$ <mark>0</mark>	316,719			D			
Derivative Security (Instr. 3) Price of Derivative Security (Security Security) Date (Month/Day/Year) Date (Month/Day/Year) Frice of Derivative Security Security Derivative Securities Derivative Derivative Securities Derivative Securities Derivative Derivative																					
	Derivative Security	Conversion or Exercise Price of Derivative	Date	Executi if any	ion Date,	Transa Code (Transaction Code (Instr. 5)		vative irities ired r osed)	Expiration Da		te ear)	Amount of Securities Underlying Derivative Security (Ins 3 and 4)		str.	Derivative Security	derivative Securities Beneficiall Owned Following Reported Transactio	ly	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

Remarks:

/s/ Torrie Nute, by power of attorney

04/15/2021

** 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.

^{1.} The reported shares are represented by restricted stock units, or RSUs, which vest as follows: (i) 10% of the RSUs vest in four equal quarterly installments beginning on December 15, 2022; (ii) 40% of the RSUs vest in eight equal quarterly installments beginning December 15, 2023 and (iii) 50% of the RSUs vest in eight equal quarterly installments beginning December 15, 2025.