FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average b	ourden							
hours per response:	0.5							

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*  BLASING KAREN						2. Issuer Name <b>and</b> Ticker or Trading Symbol Zscaler, Inc. [ZS]								(Che	5. Relationship of Report (Check all applicable) X Director			10% Owner			
(Last) (First) (Middle) C/O ZSCALER, INC.						3. Date of Earliest Transaction (Month/Day/Year) 06/07/2021									Officer below)	(give title	•	Other below	(specify		
(Street)	20 HOLGER WAY  treet)  AN JOSE CA 95134						4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Indivi										ridual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
(City)	(State) (Zip)																				
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year					n 'ear)	2A. Deemed Execution Date, ar) if any			3. Transaction Code (Instr. 8)  4. Securities Disposed Of			Acquire	d (A) or		5. Amou Securitie Benefici	nt of	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				06/07/202	21				M		2,000	A	\$5	5.82	3,7	763 D		)			
Common Stock				06/07/202	21				S <sup>(1)</sup>		702	D	\$184.	8306 <sup>(2)</sup>	3,0	061	1 D				
Common Stock 00				06/07/202	21				S <sup>(1)</sup>		100	D	\$18	86.64	2,9	,961		)			
Common Stock 06/07/2021					21				S <sup>(1)</sup>		100	D	\$18	88.85	2,8	2,861		)			
Common Stock 06/07/2021					21				S <sup>(1)</sup>		502	D	\$190.	\$190.4199 <sup>(3)</sup>		2,359		)			
Common Stock 06/07/2021					21				S <sup>(1)</sup>		394	D	\$192.5436(4)		<u> </u>		D				
Common Stock 06/07/2021					21				S <sup>(1)</sup>		202	D	\$193.2222(5)		1,763		D				
Common Stock														25,	25,624			See footnote <sup>(6)</sup>			
		Т	able	: II - Deriva (e.g., r							sposed o				Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exec if an	3A. Deemed Execution Date, if any (Month/Day/Year)		ansaction ode (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable Expiration Date				curity	8. Price of Derivative Security (Instr. 5)	9. Numbi derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4)	ee Ownersh es Form: Direct (D or Indirect (I) (Instr.		Beneficial Ownership t (Instr. 4)		
					Code	ode V (		(D)	Date Exe	e rcisable	Expiration Date	Title	or Nu of	nount imber ares							
Employee Stock Option (right to buy)	\$5.82	06/07/2021			M			2,000		(7) 03/02		, Comi		,000	\$0	137,334		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 \$184.17 to \$185.05, 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) through (5) 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 \$189.90 to \$190.89, inclusive.
- 4. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$192.21 to \$192.83, inclusive.
- 5. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$193.21 to \$193.44, inclusive.
- 6. 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.
- 7. The shares subject to the options are fully vested and immediately exercisable

## Remarks:

/s/ Torrie Nute, by power of attorney

06/07/2021

\*\* 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.