

OMB APPROVAL	
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**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* <u>Sinha Amit</u> <hr/> (Last) (First) (Middle) C/O ZSCALER, INC. 120 HOLGER WAY <hr/> (Street) SAN JOSE CA 95134 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President of R&amp;D and CTO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/17/2020</u>		

**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	09/15/2020 <sup>(1)</sup>		J		0	D	\$0	132,374 <sup>(1)</sup>	I	See Footnote <sup>(2)</sup>
Commom Stock	09/15/2020 <sup>(3)</sup>		J		0	D	\$0	132,375 <sup>(3)</sup>	I	See Footnote <sup>(4)</sup>
Common Stock								316,702 <sup>(5)</sup>	I	See footnote <sup>(6)</sup>
Common Stock								257,759 <sup>(5)</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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The transactions reported by the reporting person on September 15, 2020 were unwound due to late settlement and therefore did not occur for the reporting person's account. As of September 15, 2020, the reporting person indirectly owned 132,374 shares of common stock.
- The shares are held of record in trust for the reporting person's minor daughter for which Neha and Piyush Kumar serve as co-trustees.
- The transaction reported by the reporting person on September 15, 2020 was unwound due to late settlement and therefore did not occur for the reporting person's account. As of September 15, 2020, the reporting person indirectly owned 132,375 shares of common stock.
- The shares are held of record in trust for the reporting person's minor son for which Neha and Piyush Kumar serve as co-trustees.
- Holdings were unchanged.
- The shares are held of record by the Sinha Revocable Trust dated September 24, 2011 for which the reporting person serves as trustee.

**Remarks:**

/s/ Torrie Nute, by power of attorney. 09/23/2020

\*\* 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.

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.