SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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*		2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Sinha Amit

(Last)   (First)   (Middle)

C/O ZSCALER, INC.

120 HOLGER WAY

(Street)

SAN JOSE   CA   95134

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Zscaler, Inc. [ZS]

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X   Director   10% Owner

X   Officer (give title below)   Other (specify below)

President of R&D and CTO

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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	03/04/2021		M		7,000	A	$5.925	256,646	D	
Common Stock	03/04/2021		S[(1)]		100	D	$176.09	256,546	D	
Common Stock	03/04/2021		S[(1)]		200	D	$177.5[(2)]	256,346	D	
Common Stock	03/04/2021		S[(1)]		400	D	$178.795[(3)]	255,946	D	
Common Stock	03/04/2021		S[(1)]		1,200	D	$180.1592[(4)]	254,746	D	
Common Stock	03/04/2021		S[(1)]		1,454	D	$181.19[(5)]	253,292	D	
Common Stock	03/04/2021		S[(1)]		800	D	$182.5725[(6)]	252,492	D	
Common Stock	03/04/2021		S[(1)]		430	D	$184.2026[(7)]	252,062	D	
Common Stock	03/04/2021		S[(1)]		900	D	$185.9711[(8)]	251,162	D	
Common Stock	03/04/2021		S[(1)]		716	D	$187.1221[(9)]	250,446	D	
Common Stock	03/04/2021		S[(1)]		700	D	$188.22[(10)]	249,746	D	
Common Stock	03/04/2021		S[(1)]		100	D	$189.5	249,646	D	
Common Stock								149,702	I	See footnote[(11)]
Common Stock								82,374	I	See Footnote[(12)]
Common Stock								82,375	I	See Footnote[(13)]
Common Stock								48,000	I	See Footnote[(14)]
Common Stock								55,000	I	See Footnote[(15)]
Common Stock								55,000	I	See footnote[(16)]

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	Amount or Number of Shares				

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	Amount or Number of Shares				
Employee Stock Option (right to buy)	$5.925	03/04/2021		M			7,000	(17)	04/10/2027	Common Stock	7,000	$0	148,333	D	

Explanation of Responses:

1. The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted on September 29, 2020.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $177.20 to $177.80, 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 (10) 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 $178.23 to $179.08, inclusive.

4. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from $179.61 to $180.59, inclusive.

5. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from $180.91 to $181.70, inclusive.

6. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from $182.04 to $182.90, inclusive.

7. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from $183.61 to $184.59, inclusive.

8. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from $185.49 to $186.46, inclusive.

9. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from $186.72 to $187.54, inclusive.

10. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from $187.82 to $188.76, inclusive.

11. The shares are held of record by the Sinha Revocable Trust dated September 24, 2011 for which the reporting person serves as trustee.

12. 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.

13. 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.

14. The shares are held of record by the Amit & Deepali Sinha Foundation for which the reporting person and his spouse serve as trustees.

15. The shares are held of record by the South Dakota Trust Co. LLC TTEE Sinha Education Excellence Trust.

16. The shares are held of record by the South Dakota Trust Co. LLC TTEE Sinha Family Incentive Trust

17. One-fourth of the shares subject to the option vest on November 1, 2018 and 1/48 of the shares vest monthly thereafter.

Remarks:

/s/ Torrie Nute, by power of attorney	03/08/2021
** 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.

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