

ZSCALER, INC.

Reported by
SINHA AMIT

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/20/23 for the Period Ending 11/16/23

Address	110 ROSE ORCHARD WAY SAN JOSE, CA, 95134
Telephone	(408) 533-0288
CIK	0001713683
Symbol	ZS
SIC Code	7371 - Services-Computer Programming Services
Industry	Software
Sector	Technology
Fiscal Year	07/31

FORM 4

OMB APPROVAL
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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).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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 * Sinha Amit <small>(Last) (First) (Middle)</small> C/O ZSCALER, INC., 120 HOLGER WAY <small>(Street)</small> SAN JOSE, CA 95134 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Zscaler, Inc. [ZS] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/16/2023</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	11/16/2023		S(1)		1,840	D	\$183.9439 (2)	36,800	I	See footnote (3)
Common Stock	11/16/2023		S(1)		1,840	D	\$183.9429 (2)	36,800	I	See Footnote (4)
Common Stock								89,274	D	
Common Stock								115,702	I	See footnote (5)
Common Stock								62,374	I	See Footnote (6)
Common Stock								62,375	I	See Footnote (7)
Common Stock								70,000	I	See Footnote (8)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				

Explanation of Responses:

- (1) The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted on June 21, 2023.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.76 to \$184.00, 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 the footnotes to this Form 4.
- (3) The shares are held of record by the South Dakota Trust Co. LLC TTEE Sinha Family Incentive Trust
- (4) The shares are held of record by the South Dakota Trust Co. LLC TTEE Sinha Education Excellence Trust.
- (5) The shares are held of record by the Sinha Revocable Trust dated September 24, 2011 for which the reporting person serves as trustee.

- (6) 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.
- (7) 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.
- (8) The shares are held of record by the Amit & Deepali Sinha Foundation for which the reporting person and his spouse serve as trustees.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sinha Amit C/O ZSCALER, INC. 120 HOLGER WAY SAN JOSE, CA 95134	X			

Signatures

/s/ Torrie Nute, by power of attorney

11/16/2023

**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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