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

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**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934**

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Filed by the Registrant       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2

**Zscaler, Inc.**

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)1 and 0-11.
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# Your **Vote** Counts!

**ZSCALER, INC.**

Fiscal 2024 Annual Meeting  
Vote by January 9, 2025  
11:59 PM ET

ZSCALER, INC.  
120 HOLLISTER WAY  
SAN JOSE, CALIFORNIA 95134



V59583-P20241

## You invested in ZSCALER, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on January 10, 2025.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to December 27, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

January 10, 2025  
1:00 p.m., Pacific Time

Virtually at:  
[www.virtualshareholdermeeting.com/ZS2024](http://www.virtualshareholdermeeting.com/ZS2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect three Class I directors to hold office until the 2027 Annual Meeting of Stockholders or until their successors are elected and qualified, subject to their earlier death, resignation or removal. <b>Nominees:</b> 01) Karen Blasing 02) Charles Giancarlo 03) Eileen Naughton	<input checked="" type="checkbox"/> For
2. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year ending July 31, 2025.	<input checked="" type="checkbox"/> For
3. To approve on a non-binding, advisory basis, the compensation of our named executive officers.	<input checked="" type="checkbox"/> For
4. To approve an amendment and restatement of the Zscaler, Inc. FY2018 Equity Incentive Plan.	<input checked="" type="checkbox"/> For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".