

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Apte Manoj</u>  (Last) (First) (Middle) C/O ZSCALER, INC. 110 ROSE ORCHARD WAY  (Street) SAN JOSE CA 95134  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Strategy Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2019</u>	
		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. 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	08/01/2019		M		93,669	A	\$2.63	207,731	D	
Common Stock	08/01/2019		S <sup>(1)</sup>		32,557	D	\$84.3107 <sup>(2)</sup>	175,174	D	
Common Stock	08/01/2019		S <sup>(1)</sup>		58,480	D	\$85.203 <sup>(3)</sup>	116,694	D	
Common Stock	08/01/2019		S <sup>(1)</sup>		2,632	D	\$85.7918 <sup>(4)</sup>	114,062	D	
Common Stock	08/01/2019		S <sup>(1)</sup>		1,100	D	\$84.5364 <sup>(5)</sup>	36,797	I	See footnote <sup>(6)</sup>
Common Stock	08/01/2019		S <sup>(1)</sup>		775	D	\$85.366 <sup>(7)</sup>	36,022	I	See footnote <sup>(6)</sup>
Common Stock								132	I	See footnote <sup>(8)</sup>
Common Stock								132	I	See footnote <sup>(9)</sup>
Common Stock								138,594	I	See footnote <sup>(10)</sup>
Common Stock								141,784	I	See footnote <sup>(11)</sup>

**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
Employee Stock Option (right to buy)	\$2.63	08/01/2019		M			93,669	(12)	04/03/2025	Common Stock	93,669	\$0.00	172,997	D	

**Explanation of Responses:**

- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted on September 28, 2018.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.745 to \$84.74, 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), (3), (4), (5) and (7) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.75 to \$85.74, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.75 to \$85.88, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.97 to \$84.84, inclusive.
- The shares are held directly by the Akshay Kosh Family Trust dated December 18, 2006 for which the reporting person and his spouse serve as trustees.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.14 to \$85.80, inclusive.

8. The shares are held directly by the reporting person's mother-in-law.
9. The shares are held directly by the reporting person's father-in-law.
10. The shares are held directly by the Manoj Apte 2017 GRAT for which the reporting person serves as trustee.
11. The shares are held directly by the Lalita Godbole 2017 GRAT for which the reporting person's spouse serves as trustee.
12. The shares subject to the option are fully vested and immediately exercisable.

**Remarks:**

/s/ Torrie Nute, by power of attorney

08/01/2019

\*\* 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.**