

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>CANESSA REMO</u>  (Last) (First) (Middle) <u>C/O ZSCALER, INC.</u> <u>120 HOLGER WAY</u>  (Street) <u>SAN JOSE CA 95134</u>  (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 Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/02/2020		A		58,027 <sup>(1)</sup>	A	\$0	367,400	D	
Common Stock	06/03/2020		M		110,000	A	\$5.82	477,400	D	
Common Stock	06/03/2020		S <sup>(2)</sup>		8,500	D	\$104.8498 <sup>(3)</sup>	468,900	D	
Common Stock	06/03/2020		S <sup>(2)</sup>		24,715	D	\$105.97 <sup>(4)</sup>	444,185	D	
Common Stock	06/03/2020		S <sup>(2)</sup>		53,247	D	\$107.1303 <sup>(5)</sup>	390,938	D	
Common Stock	06/03/2020		S <sup>(2)</sup>		17,203	D	\$107.9322 <sup>(6)</sup>	373,735	D	
Common Stock	06/03/2020		S <sup>(2)</sup>		6,335	D	\$108.5485 <sup>(7)</sup>	367,400	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$5.82	06/03/2020		M			110,000	(8)	03/02/2027	Common Stock	110,000	\$0	200,000	D	

**Explanation of Responses:**

- The reported shares are represented by restricted stock units, or RSUs, which vest in 16 equal quarterly installments beginning on December 15, 2020.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted on March 10, 2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$104.27 to \$105.09, 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 (3) through (7) to this Form 4.
- The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$105.49 to \$106.48, inclusive.
- The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.49 to \$107.48, inclusive.
- The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.49 to \$108.475, inclusive.
- The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$108.495 to \$108.78, inclusive.
- The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on February 6, 2018 and 1/48 of the shares vest monthly thereafter.

**Remarks:**

/s/ Torrie Nute, by power of attorney. 06/03/2020

\*\* 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.

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