

**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 |
| Estimated average burden hours per response: | 0.5       |

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Chaudhry Jagtar Singh</u><br><hr/> (Last) (First) (Middle)<br><u>C/O ZSCALER, INC.</u><br><u>110 ROSE ORCHARD WAY</u><br><hr/> (Street)<br><u>SAN JOSE CA 95134</u><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Zscaler, Inc. [ ZS ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><u>President, CEO &amp; Chairman</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/27/2019</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                    | 03/27/2019                           |  | J <sup>(1)</sup>               |   | 33,333  | D          | \$0.00 | 0   | I  | See footnote. <sup>(2)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |        | 2,177,994   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 24,617,379  | I  | See footnote. <sup>(3)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |        | 13,332  | I  | See footnote. <sup>(4)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |        | 6,666   | I  | See footnote. <sup>(5)</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 |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
Chaudhry Jagtar Singh  


---

 (Last) (First) (Middle)  
C/O ZSCALER, INC.  
110 ROSE ORCHARD WAY  


---

 (Street)  
SAN JOSE CA 95134  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CHAUDHRY P JYOTI  


---

 (Last) (First) (Middle)  
C/O ZSCALER, INC.  
110 ROSE ORCHARD WAY  


---

 (Street)

SAN JOSE CA 95134

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents a distribution of shares to the beneficiaries of The Chaudhry Family Trust dated June 30, 2014 for which Surjit Kaur serves as trustee (the "Family Trust").
2. The shares are held of record by the Family Trust. In prior Forms 3 and 4, the dated date of this trust was inadvertently reported as August 1, 2014.
3. The shares are held of record by P. Jyoti Chaudhry.
4. The shares are held of record by The Chaudhry Family Trust f/b/o Manpreet Bains for which Ms. Kaur serves as trustee.
5. The shares are held of record by The P. Jyoti Chaudhry Family Trust dated March 1, 2000 for which Ms. Kaur serves as trustee.

**Remarks:**

/s/ Torrie Nute, by power of attorney for Jagtar S. Chaudhry 03/29/2019

/s/ Torrie Nute, by power of attorney for P. Jyoti Chaudhry 03/29/2019

\*\* 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.**