

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Sinha Amit</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President of R&D and CTO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/07/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	01/07/2021		M		7,000	A	\$5.925	256,646	D	
Common Stock	01/07/2021		S		294	D	\$185.8673	256,352	D	
Common Stock	01/07/2021		S		1,200	D	\$190.3792	255,152	D	
Common Stock	01/07/2021		S		3,200	D	\$191.1384	251,952	D	
Common Stock	01/07/2021		S		1,800	D	\$192.14	250,152	D	
Common Stock	01/07/2021		S		506	D	\$193.2395	249,646	D	
Common Stock	12/15/2020		J	V	110,000	D	\$0	171,702	I	See footnote ⁽¹⁾
Common Stock	12/15/2020		G	V	22,000 ⁽²⁾	D	\$0	149,702	I	See footnote ⁽¹⁾
Common Stock								55,000	I	See footnote ⁽³⁾
Common Stock								55,000	I	See Footnote ⁽⁴⁾
Common Stock								48,000	I	See Footnote ⁽⁵⁾

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)	\$5.925	01/07/2021		M			7,000	(6)	04/10/2027	Common Stock	7,000	\$0	176,333	D	

Explanation of Responses:

- The shares are held of record by the Sinha Revocable Trust dated September 24, 2011 for which the reporting person serves as trustee. The total reflects 110,000 shares which were re-registered and now held by the South Dakota Trust Co. LLC TTEE Sinha Family Incentive Trust and the South Dakota Trust Co. LLC TTEE Sinha Education Excellence Trust for each of which the reporting person's family members are beneficiaries.
- The reporting person transferred 22,000 shares of common stock to the Amit & Deepali Sinha Foundation for which the reporting person and his spouse serve as trustees.
- The shares are held of record by the South Dakota Trust Co. LLC TTEE Sinha Family Incentive Trust for which the reporting person's family members are beneficiaries.
- The shares are held of record by the South Dakota Trust Co. LLC TTEE Sinha Education Excellence Trust for which the reporting person's family members are beneficiaries.
- The shares are held of record by the Amit & Deepali Sinha Foundation for which the reporting person and his spouse serve as trustees.
- One-fourth of the shares subject to the option vest on November 1, 2018 and 1/48 of the shares vest monthly thereafter.

Remarks:

/s/ Torrie Nute, by power of 01/08/2021

[attorney](#)

** 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.