

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	
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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>Mangal Ajay</u> <hr/> (Last) (First) (Middle) <u>C/O ZSCALER, INC.</u> <u>110 ROSE ORCHARD WAY</u> <hr/> (Street) <u>SAN JOSE CA 95134</u> <hr/> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

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	03/20/2018		C		18,355,419	A	(1)(2)(3)	21,566,041	I	See footnote.(4)
Common Stock	03/20/2018		C		8,111,655	A	(1)(2)(3)	8,258,491	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	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	03/20/2018		C		11,507,318		(1)	(1)	Common Stock	11,507,318	\$0.00	0	I	See footnote.(4)
Series A Convertible Preferred Stock	(1)	03/20/2018		C		3,337,488		(1)	(1)	Common Stock	3,337,488	\$0.00	0	I	See footnote.(5)
Series B Convertible Preferred Stock	(2)	03/20/2018		C		6,396,395		(2)	(2)	Common Stock	6,396,395	\$0.00	0	I	See footnote.(4)
Series B Convertible Preferred Stock	(2)	03/20/2018		C		4,459,259		(2)	(2)	Common Stock	4,459,259	\$0.00	0	I	See footnote.(5)
Series C Convertible Preferred Stock	(3)	03/20/2018		C		451,706		(3)	(3)	Common Stock	451,706	\$0.00	0	I	See footnote.(4)
Series C Convertible Preferred Stock	(3)	03/20/2018		C		314,908		(3)	(3)	Common Stock	314,908	\$0.00	0	I	See footnote.(5)

1. Name and Address of Reporting Person*
Mangal Ajay

 (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*
CJCP Trust

(Last) (First) (Middle)

C/O ZSCALER, INC.
110 ROSE ORCHARD WAY

(Street)
SAN JOSE CA 95134

(City) (State) (Zip)

Explanation of Responses:

1. The Series A Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
2. The Series B Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
3. The Series C Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
4. The shares are held of record by The CJCP Trust for which Mr. Mangal serves as trustee.
5. The shares are held of record by The CKS Trust for which Mr. Mangal serves as trustee.

Remarks:

[/s/ Torrie Nute, by power of attorney for Ajay Mangal](#) [03/20/2018](#)

[/s/ Torrie Nute, by power of attorney for Ajay Mangal as trustee for the CJCP Trust](#) [03/20/2018](#)

** 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.