

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported)
April 29, 2025

Zscaler, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-38413 (Commission File Number) 120 Holger Way San Jose, California 95134 (Address of principal executive offices and zip code) (408) 533-0288 (Registrant's telephone number, including area code) Not Applicable (Former name or former address, if changed since last report)	26-1173892 (I.R.S. Employer Identification Number)
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange of which registered
Common Stock, \$0.001 Par Value	ZS	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01 Entry into a Material Definitive Agreement.

Effective April 29, 2025, Zscaler, Inc. (the "**Company**") entered into a sublease between the Company and Airbnb, Inc, dated April 24, 2025 (the "**Sublease**"). The effectiveness of the Sublease was conditioned upon obtaining the consent of the landlord to the Sublease.

The properties subject to the Sublease are located at 4301 and 4401 Great America Parkway, Santa Clara, California and consist of up to an aggregate of approximately 301,000 square feet of rentable space.

The term of the Sublease commences on September 1, 2026 and terminates on April 30, 2032. The total base rent, including committed fixed expenses through the duration of the Sublease term, is approximately \$69.5 million. In addition to the base rent, the Company will be responsible for covering operating costs and other related expenses.

The above description of the Sublease does not purport to be complete and is qualified in its entirety by reference to the Sublease, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended April 30, 2025.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

May 5, 2025

Zscaler, Inc.

/s/

Remo Canessa

Remo Canessa

Chief Financial Officer