

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
|----------------------------------------------|-----------|
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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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person* <u>Beri Sanjay</u> (Last) (First) (Middle) <u>C/O NETSKOPE, INC.</u> <u>2445 AUGUSTINE DRIVE, SUITE 301</u> (Street) <u>SANTA CLARA CA 95054</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Netskope Inc [NTSK]</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>CEO and Chairman</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2025</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 | | | |

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 | | | | | |
| Restricted Stock Units | (1) | 12/22/2025 | | M ⁽²⁾ | | | 5,950,880 | (3) | 04/14/2032 | Class B Common Stock | \$0 | 3,077,448 | D | |
| Restricted Stock Units | (4) | 12/22/2025 | | M ⁽²⁾ | | 5,950,880 | | (5) | (5) | Class B Common Stock | \$0 | 5,950,880 | D | |

Explanation of Responses:

- Each performance-based RSU, or PSU, represents a contingent right to receive one share of Class B Common Stock.
- The PSUs vested upon satisfaction of certain market capitalization milestones and continued employment of the reporting person through such date. Settlement of the vested PSUs is deferred until December 31, 2025.
- The PSUs require the satisfaction of three vesting requirements in order for the PSUs to vest. The liquidity event requirement was satisfied upon the closing of the Issuer's initial public offering (the "IPO"). The service condition is satisfied in 48 equal monthly installments beginning on September 19, 2025. The market condition is satisfied upon the Issuer's achievement of certain market capitalization milestones: 1/3 of the PSUs vest upon the Issuer's achievement of each of a \$10 billion market capitalization, \$12.5 billion market capitalization, and \$15 billion market capitalization. Market capitalization will be measured as of the closing of the IPO and as of each monthly anniversary thereafter based on the highest 60-day trading average per share ending during the applicable month, as reasonably determined by the Issuer's board of directors or board committee, and determined on a prorated basis if the market capitalization is between any two market capitalization milestones.
- Each restricted stock unit, or RSU, represents a contingent right to receive one share of Class B Common Stock.
- The remaining RSUs vest in 45 equal monthly installments beginning on January 19, 2026.

/s/ James Bushnell, by power of attorney 12/29/2025

** 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.