

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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>			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) CEO and Chairman			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2026</u>						
C/O NETSKOPE, INC. 2445 AUGUSTINE DRIVE, SUITE 301			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 Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
SANTA CLARA CA 95054									

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	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	04/01/2026		M ⁽²⁾			564,270	(3)	(3)	Class B Common Stock	564,270	\$0	4,822,340	D	
Restricted Stock Units	(1)	04/01/2026		M			451,417	(4)	(3)	Class B Common Stock	451,417	\$0	6,771,246	D	
Class B Common Stock	(5)	04/01/2026		M		1,015,687		(5)	(6)	Class A Common Stock	1,015,687	\$0	2,047,883	D	
Class B Common Stock	(5)	04/01/2026		F			561,475 ⁽⁷⁾	(5)	(6)	Class A Common Stock	561,475	\$8.49	1,486,408	D	
Class B Common Stock	(5)							(5)	(6)	Class A Common Stock	22,288,889		22,288,889	I	See footnote ⁽⁸⁾

Explanation of Responses:

- Each RSU represents a contingent right to receive one share of Class B Common Stock.
- Settlement of the vested RSUs was deferred until April 1, 2026.
- The remaining RSUs vest in 42 equal monthly installments beginning on April 19, 2026.
- The remaining RSUs vest in 15 equal quarterly installments beginning on July 1, 2026.
- Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder.
- The shares of Class B Common Stock automatically convert to shares of Class A Common Stock on a 1:1 basis on or prior to September 19, 2035 as set forth in the Issuer's amended and restated certificate of incorporation.
- The shares were withheld to satisfy the reporting person's tax liability in connection with the vesting of RSUs.
- The shares are held of record by the 2012 Sanjay Beri and Ava Malla Revocable Trust for which the reporting person serves as trustee.

/s/ James Bushnell, by power of attorney 04/03/2026

** 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.