

---

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

---

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

---

**Netskope, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**46-1141117**  
(I.R.S. Employer  
Identification Number)

**2445 Augustine Drive, Suite 301  
Santa Clara, California 95054  
(800)-979-6988**  
(Address of principal executive offices, including zip code)

---

**2025 Equity Incentive Plan  
2025 Employee Stock Purchase Plan**  
(Full title of the plan)

**Sanjay Beri  
Chief Executive Officer  
2445 Augustine Drive, Suite 301  
Santa Clara, California 95054  
(800)-979-6988**  
(Name, address and telephone number, including area code, of agent for service)

---

*Copies to:*

**Allison B. Spinner  
Andrew S. Gilman  
Shannon R. Delahaye  
Wilson Sonsini Goodrich & Rosati,  
Professional Corporation  
650 Page Mill Road  
Palo Alto, California 94304  
(650)-493-9300**

**James Bushnell  
General Counsel  
Netskope, Inc.  
2445 Augustine Drive, Suite 301  
Santa Clara, California 95054  
(800)-979-6988**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

---

## EXPLANATORY NOTE

Netskope, Inc. (the “Registrant”) is filing this Registration Statement (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register (i) 19,919,132 additional shares of Class A common stock under the 2025 Equity Incentive Plan (the “2025 Plan”), pursuant to the provision of the 2025 Plan providing for such automatic increase in the number of shares reserved for issuance, and (ii) 3,983,826 additional shares of Class A common stock under the 2025 Employee Stock Purchase Plan (the “2025 ESPP”), pursuant to the provision of the 2025 ESPP providing for such automatic increase in the number of shares reserved for issuance.

Accordingly, contents of the previous Registration Statement on Form S-8 filed by the Registrant with Commission on September 18, 2025 (File No. 333-290361) (the “Previous Form S-8”) including the information incorporated by reference therein and the periodic reports filed after the Previous Form S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”) and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

(1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended January 31, 2026, filed with the Commission on March 31, 2026 (the “Annual Report”);

(2) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the Registrant’s Annual Report; and

(3) The description of the Registrant’s Class A common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-42848), filed with the Commission on September 15, 2025 pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration

---

Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>File Number</b>	<b>Exhibit Number</b>	<b>Filing Date</b>	<b>Filed Herewith</b>
5.1	<a href="#">Opinion of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation</a>					X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>					X
23.2	<a href="#">Consent of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)</a>					X
24.1	<a href="#">Power of Attorney (included on the signature page hereto)</a>					X
99.1	<a href="#">2025 Equity Incentive Plan and related form agreements</a>	S-1/A	333-289786	10.2	September 16, 2025	
99.2	<a href="#">2025 Employee Stock Purchase Plan and related form agreements</a>	S-1/A	333-289786	10.3	September 16, 2025	
107.1	<a href="#">Filing Fee Table</a>					X

---

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on March 31, 2026.

### Netskope, Inc.

By: /s/ Sanjay Beri  
Sanjay Beri  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Sanjay Beri and Andrew Del Matto, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully for all intents and purposes as they, he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sanjay Beri</u> Sanjay Beri	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 31, 2026
<u>/s/ Andrew Del Matto</u> Andrew Del Matto	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 31, 2026
<u>/s/ Kimberly Alexy</u> Kimberly Alexy	Director	March 31, 2026
<u>/s/ William Griffith</u> William Griffith	Director	March 31, 2026
<u>/s/ Arif Janmohamed</u> Arif Janmohamed	Director	March 31, 2026
<u>/s/ Enrique Salem</u> Enrique Salem	Director	March 31, 2026
<u>/s/ Eric Wolford</u> Eric Wolford	Director	March 31, 2026

---



Wilson Sonsini Goodrich & Rosati  
Professional Corporation

650 Page Mill Road  
Palo Alto, CA 94304-1050

o: 650.493.9300  
f: 650.493.6811

March 31, 2026

Netskope, Inc.  
2445 Augustine Drive, Suite 301  
Santa Clara, CA 95054

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Netskope, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission"), on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended (the "Act"), of shares of your Class A common stock, par value \$0.0001 per share (the "Shares"), consisting of: (i) 19,919,132 shares of Class A common stock to be issued under the 2025 Equity Incentive Plan (the "2025 Plan"); (ii) 3,983,826 shares of Class A common stock to be issued under the 2025 Employee Stock Purchase Plan (the "2025 ESPP" and, together with the 2025 Plan, the "Plans"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner described in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

\* \* \*

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in the Registration Statement and in any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

---

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated March 31, 2026, with respect to the consolidated financial statements of Netskope, Inc., incorporated herein by reference.

/s/ KPMG LLP

Santa Clara, California  
March 31, 2026

---

# Calculation of Filing Fee Tables

## S-8

### Netskope Inc

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Class A Common Stock, par value \$0.0001 per share - To be issued under the 2025 Equity Incentive Plan	Other	19,919,132	\$ 7.99	159,153,864.68	0.0001381	\$ 21,979.15
2 Equity	Class A Common Stock, par value \$0.0001 per share - To be issued under the 2025 Employee Stock Purchase Plan	Other	3,983,826	\$ 6.80	27,090,016.80	0.0001381	\$ 3,741.13
Total Offering Amounts:					\$ 186,243,881.48		\$ 25,720.28
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 25,720.28

#### Offering Note

1

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of Netskope, Inc.'s (the "Registrant") Class A common stock, par value \$0.0001 per share (the "Class A Common Stock") that become issuable in respect of the securities identified in the above table under the Registrant's 2025 Equity Incentive Plan (the "2025 Plan") and the 2025 Employee Stock Purchase Plan (the "2025 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Class A Common Stock. Represents shares of Class A Common Stock automatically reserved on February 1, 2026 for issuance upon the exercise or settlement of awards that may be granted under the 2025 Plan, which increase is provided for in the 2025 Plan. Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$7.99 per share, which is the average of the high and low prices of Class A Common Stock, as reported on the Nasdaq Global Select Market on March 27, 2026.

2

Represents shares of the Class A Common Stock automatically reserved on February 1, 2026 for issuance under the 2025 ESPP, which increase is provided for in the 2025 ESPP. Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the

