

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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>ICONIQ Strategic Partners VI, L.P.</u> (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>50 BEALE ST., STE. 2300</u> (Street) <u>SAN FRANCISCO CA 94105</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2026</u>	

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			
Class A Common Stock	03/13/2026		C ⁽¹⁾		8,127,540	A	(2)	8,723,318	D ⁽³⁾⁽⁴⁾	
Class A Common Stock	03/13/2026		C ⁽⁵⁾		11,976,293	A	(2)	12,854,199	I ⁽³⁾⁽⁴⁾	ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock	03/13/2026		C ⁽⁶⁾		18,872,434	A	(2)	18,872,434	I ⁽³⁾⁽⁴⁾	ICONIQ Strategic Partners VI Co-Invest, L.P. (Series NS)
Class A Common Stock	03/13/2026		C ⁽⁷⁾		1,931,110	A	(2)	13,169,285	I ⁽³⁾⁽⁴⁾	ICONIQ Strategic Partners II, L.P.
Class A Common Stock	03/13/2026		C ⁽⁸⁾		1,511,670	A	(2)	10,308,897	I ⁽³⁾⁽⁴⁾	ICONIQ Strategic Partners II-B, L.P.
Class A Common Stock	03/13/2026		C ⁽⁹⁾		350,907	A	(2)	2,339,380	I ⁽³⁾⁽⁴⁾	ICONIQ Strategic Partners II Co-Invest, L.P. (Series NS)

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				
Class B Common Stock	(2)	03/13/2026		C ⁽¹⁾		8,127,540		(10)	(10)	Class A Common Stock	8,127,540	\$0	0	D ⁽³⁾⁽⁴⁾	

**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)				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					
Class B Common Stock	(2)	03/13/2026		C ⁽⁵⁾					(10)	(10)	Class A Common Stock	11,976,293	\$0	0	I ⁽³⁾ (4)	ICONIQ Strategic Partners VI-B, L.P.
Class B Common Stock	(2)	03/13/2026		C ⁽⁶⁾					(10)	(10)	Class A Common Stock	18,872,434	\$0	0	I ⁽³⁾ (4)	ICONIQ Strategic Partners VI Co-Invest, L.P. (Series NS)
Class B Common Stock	(2)	03/13/2026		C ⁽⁷⁾					(10)	(10)	Class A Common Stock	1,931,110	\$0	0	I ⁽³⁾ (4)	ICONIQ Strategic Partners II, L.P.
Class B Common Stock	(2)	03/13/2026		C ⁽⁸⁾					(10)	(10)	Class A Common Stock	1,511,670	\$0	0	I ⁽³⁾ (4)	ICONIQ Strategic Partners II-B, L.P.
Class B Common Stock	(2)	03/13/2026		C ⁽⁹⁾					(10)	(10)	Class A Common Stock	350,907	\$0	0	I ⁽³⁾ (4)	ICONIQ Strategic Partners II Co-Invest, L.P. (Series NS)

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners VI, L.P.](#)

(Last) (First) (Middle)

C/O ICONIQ CAPITAL
50 BEALE ST., STE. 2300

(Street)

SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners VI-B, L.P.](#)

(Last) (First) (Middle)

C/O ICONIQ CAPITAL
50 BEALE STREET, SUITE 2300

(Street)

SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners VI Co-Invest, L.P.
\(Series NS\)](#)

(Last) (First) (Middle)

C/O ICONIQ CAPITAL
50 BEALE STREET, SUITE 2300

(Street)

SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners VI GP, L.P.](#)

(Last) (First) (Middle)

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(Street)

SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[ICONIQ Strategic Partners VI TT GP, Ltd.](#)

(Last) (First) (Middle)
C/O ICONIQ CAPITAL
50 BEALE STREET, SUITE 2300

(Street)
SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[ICONIQ STRATEGIC PARTNERS II, L.P.](#)

(Last) (First) (Middle)
C/O ICONIQ CAPITAL
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(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[ICONIQ STRATEGIC PARTNERS II-B, L.P.](#)

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(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
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(Street)
SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[ICONIQ Strategic Partners II GP, L.P.](#)

(Last) (First) (Middle)
C/O ICONIQ CAPITAL
50 BEALE STREET, SUITE 2300

(Street)
SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[ICONIQ Strategic Partners II TT GP, Ltd](#)

(Last) (First) (Middle)
C/O ICONIQ CAPITAL
50 BEALE STREET, SUITE 2300

(Street)
SAN FRANCISCO CA 94105

(City) (State) (Zip)

Explanation of Responses:

1. On March 13, 2025, ICONIQ Strategic Partners VI, L.P. converted in the aggregate 8,127,540 shares of the Issuer's Class B Common Stock into an equal number of shares of the Issuer's Class A Common Stock.
2. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder.
3. ICONIQ Strategic Partners II GP, L.P. ("ICONIQ GP II") is the sole general partner of ICONIQ Strategic Partners II, L.P., ICONIQ Strategic Partners II-B, L.P., and ICONIQ Strategic Partners II Co-Invest, L.P. (Series

NS), ICONIQ Strategic Partners II TT GP, Ltd. ("ICONIQ Parent GP II") is the sole general partner of ICONIQ GP II. ICONIQ Strategic Partners VI GP, L.P. ("ICONIQ GP VI") is the sole general partner of ICONIQ Strategic Partners VI, L.P., ICONIQ Strategic Partners VI-B, L.P. and ICONIQ Strategic Partners VI Co-Invest, L.P. (Series NS). ICONIQ Strategic Partners VI TT GP, Ltd. ("ICONIQ Parent GP VI") is the sole general partner of ICONIQ GP VI.

4. (continued) Divesh Makan and William J.G. Griffith are the sole equity holders of ICONIQ Parent GP II and Messrs. Makan, Griffith and Matthew Jacobson are the sole equity holders of ICONIQ Parent GP VI. Each of ICONIQ GP II, ICONIQ Parent GP II, ICONIQ GP VI, ICONIQ Parent GP VI and Messrs. Makan, Griffith and Jacobson disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

5. On March 13, 2025, ICONIQ Strategic Partners VI-B, L.P. converted in the aggregate 11,976,293 shares of the Issuer's Class B Common Stock into an equal number of shares of the Issuer's Class A Common Stock.

6. On March 13, 2025, ICONIQ Strategic Partners VI Co-Invest, L.P. (Series NS) converted in the aggregate 18,872,434 shares of the Issuer's Class B Common Stock into an equal number of shares of the Issuer's Class A Common Stock.

7. On March 13, 2025, ICONIQ Strategic Partners II, L.P. converted in the aggregate 1,931,110 shares of the Issuer's Class B Common Stock into an equal number of shares of the Issuer's Class A Common Stock.

8. On March 13, 2025, ICONIQ Strategic Partners II-B, L.P. converted in the aggregate 1,511,670 shares of the Issuer's Class B Common Stock into an equal number of shares of the Issuer's Class A Common Stock.

9. On March 13, 2025, ICONIQ Strategic Partners II Co-Invest, L.P. (Series NS) converted in the aggregate 350,907 shares of the Issuer's Class B Common Stock into an equal number of shares of the Issuer's Class A Common Stock.

10. 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.

Remarks:

Form 1 of 2: Due to the limitations of the SEC's electronic filing system, this Form 4 is being split into two filings to account for the number of Reporting Persons. Each Form 4 will be filed by Designated Filer ICONIQ Strategic Partners VI, L.P. In addition, William J.G. Griffith is separately filing a Form 4 reporting beneficial ownership of the securities reported herein.

ICONIQ Strategic Partners VI,
L.P., By: ICONIQ Strategic
Partners VI GP, L.P., By:
ICONIQ Strategic Partners VI 03/17/2026
TT GP, Ltd., By: Kevin Foster,
Title: Head of Strategy, /s/ Kevin
Foster

ICONIQ Strategic Partners VI-B,
L.P., By: ICONIQ Strategic
Partners VI GP, L.P., By:
ICONIQ Strategic Partners VI 03/17/2026
TT GP, Ltd., By: Kevin Foster,
Title: Head of Strategy, /s/ Kevin
Foster

ICONIQ Strategic Partners VI
Co-Invest, L.P. (Series NS), By:
ICONIQ Strategic Partners VI 03/17/2026
GP, L.P., By: ICONIQ Strategic
Partners VI TT GP, Ltd., By:
Kevin Foster, Title: Head of
Strategy, /s/ Kevin Foster

ICONIQ Strategic Partners VI
GP, L.P., By: ICONIQ Strategic
Partners VI TT GP, Ltd., By: 03/17/2026
Kevin Foster, Title: Head of
Strategy, /s/ Kevin Foster

ICONIQ Strategic Partners VI
TT GP, Ltd., By: Kevin Foster, 03/17/2026
Title: Head of Strategy, /s/ Kevin
Foster

ICONIQ Strategic Partners II,
L.P., By: ICONIQ Strategic
Partners II GP, L.P., By: ICONIQ 03/17/2026
Strategic Partners II TT GP, Ltd.,
By: Kevin Foster, Title: Head of
Strategy, /s/ Kevin Foster

ICONIQ Strategic Partners II-B,
L.P., By: ICONIQ Strategic
Partners II GP, L.P., By: ICONIQ 03/17/2026
Strategic Partners II TT GP, Ltd.,
By: Kevin Foster, Title: Head of
Strategy, /s/ Kevin Foster

ICONIQ Strategic Partners II
Co-Invest, L.P. (Series NS), By:
ICONIQ Strategic Partners II 03/17/2026
GP, L.P., By: ICONIQ Strategic
Partners II TT GP, Ltd., By:
Kevin Foster, Title: Head of
Strategy, /s/ Kevin Foster

ICONIQ Strategic Partners II
GP, L.P., By: ICONIQ Strategic
Partners II TT GP, Ltd., By: 03/17/2026
Kevin Foster, Title: Head of
Strategy, /s/ Kevin Foster

ICONIQ Strategic Partners II TT
GP, Ltd., By: Kevin Foster, Title: 03/17/2026
Head of Strategy, /s/ Kevin
Foster

** 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.