# SECURITIES AND EXCHANGE COMMISSION
# Washington, D.C. 20549

## SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

**(Amendment No. 2)***

**Netskope, Inc.**

**(Name of Issuer)**

**Class A Common Stock, $0.0001 par value per share**

**(Title of Class of Securities)**

**(CUSIP Number)**

**09/30/2026**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☑ Rule 13d-1(d)

SCHEDULE 13G

**CUSIP No.**

| | |
|---|---|
| 1 | Names of Reporting Persons<br>Sanjay Beri |
| 2 | Check the appropriate box if a member of a Group (see instructions)<br>☐ (a)<br>☐ (b) |
| 3 | Sec Use Only |
| 4 | Citizenship or Place of Organization<br>UNITED STATES |

| | | |
|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power<br>4,419,396.00 |
| | 6 | Shared Voting Power<br>22,288,889.00 |
| | 7 | Sole Dispositive Power<br>4,419,396.00 |
| | 8 | Shared Dispositive Power<br>22,288,889.00 |
| 9 | | Aggregate Amount Beneficially Owned by Each Reporting Person<br>26,708,285.00 |
| 10 | | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)<br>☐ |
| 11 | | Percent of class represented by amount in row (9)<br>10.4 % |
| 12 | | Type of Reporting Person (See Instructions)<br>IN |

**Comment for Type of Reporting Person:** With respect to Rows 5, 7 and 9, includes (i) 1,940,620 shares of Class B common stock held by Sanjay Beri (the "Reporting Person"); (ii) 1,651,180 shares of Class B common stock subject to options exercisable within 60 days of September 30, 2026 and (iii) 827,596 shares of Class B common stock issuable upon vesting of restricted stock units within 60 days of September 30, 2026. With respect to Rows 6, 8 and 9, includes 22,288,889 shares of Class B common stock held by the 2012 Sanjay Beri and Ava Malla Revocable Trust for which the Reporting Person serves as trustee. Pursuant to Rule 13d-3(d)(1)(i), the percentage in Row 11 is calculated using the outstanding shares of Class A common stock only (assuming full conversion of the shares of Class B common stock held of record by the Reporting Person, but not any of the shares of Class B common stock held by any other person). Percentage ownership is calculated based on 231,167,738 shares of Class A common stock of the Issuer outstanding as of August 25, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended July 31, 2026, filed with the Securities and Exchange Commission on September 2, 2026. Each share of Class B common stock is convertible into one share of the Issuer's Class A common stock at the option of the holder and automatically converts 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. Each share of Class A common stock has one vote per share and each share of Class B common stock has 20 votes per share. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to the aforementioned conversion rights and voting rights.

## SCHEDULE 13G

Item 1.

(a) Name of issuer:

Netskope, Inc.

(b) Address of issuer's principal executive offices:

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

Item 2.

(a) Name of person filing:

Sanjay Beri

(b) Address or principal business office or, if none, residence:

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

(c) Citizenship:

United States of America

(d) Title of class of securities:

Class A Common Stock, $0.0001 par value per share

(e) CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

See Row 9 of cover page.

(b) Percent of class:

See Row 11 of cover page. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for the Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for the Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for the Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for the Reporting Person.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Sanjay Beri

Signature: /s/ Sanjay Beri
Name/Title: Sanjay Beri
Date: 11/09/2026