

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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).

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>DEL MATTO ANDREW H</u> (Last) (First) (Middle) C/O NETSKOPE, INC. 2445 AUGUSTINE DRIVE, SUITE 301 (Street) SANTA CLARA CA 95054 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 11/24/2025	
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			
Class A Common Stock	11/24/2025		C		41,493	A	(I)	41,493	D	

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	(1)	11/24/2025		C			41,493	(1)	(2)	Class A Common Stock	41,493	\$0	82,298	D	
Restricted Stock Units	(3)	12/22/2025		M ⁽⁴⁾			329,566	(5)	01/27/2030	Class B Common Stock	329,566	\$0	170,434	D	
Restricted Stock Units	(6)	12/22/2025		M ⁽⁴⁾		329,566		(7)	(7)	Class B Common Stock	329,566	\$0	329,566	D	

Explanation of Responses:

- 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.
- 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 vest 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 Issuer's initial public offering 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 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 RSUs vested upon achievement of the performance metrics described in footnote (5) above.

/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.