

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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>Griffith William J.G.</u> (Last) (First) (Middle) C/O ICONIQ CAPITAL 50 BEALE ST., STE. 2300 (Street) SAN FRANCISCO CA 94105 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2026	
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 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	I ⁽³⁾⁽⁴⁾	ICONIQ Strategic Partners VI, L.P.
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					

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

Explanation of Responses:

- 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.
- Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder.
- 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.
- (continued) Divesh Makan and the Reporting Person are the sole equity holders of ICONIQ Parent GP II and Divesh Makan, the Reporting Person and Matthew Jacobson are the sole equity holders of ICONIQ Parent GP VI. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.

/s/ William J.G. Griffith

03/17/2026

** 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.