

OMB APPROVAL

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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>Griffith William J.G.</u> (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>50 BEALE ST., STE. 2300</u> (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94105</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Netskope Inc [NTSK]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/08/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	07/08/2026		P		610,291	A	\$11.824 ⁽¹⁾	610,291	I ⁽²⁾⁽³⁾	ICONIQ Strategic Partners VIII Holdings, L.P.
Class A Common Stock								8,723,318	I ⁽²⁾⁽³⁾	ICONIQ Strategic Partners VI, L.P.
Class A Common Stock								12,854,199	I ⁽²⁾⁽³⁾	ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock								18,872,434	I ⁽²⁾⁽³⁾	ICONIQ Strategic Partners VI Co-Invest, L.P. (Series NS)
Class A Common Stock								13,169,285	I ⁽²⁾⁽³⁾	ICONIQ Strategic Partners II, L.P.
Class A Common Stock								10,308,897	I ⁽²⁾⁽³⁾	ICONIQ Strategic Partners II-B, L.P.
Class A Common Stock								2,339,380	I ⁽²⁾⁽³⁾	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			Date Exercisable	Expiration Date		Amount or Number of Shares				
Restricted Stock Units	(4)	07/08/2026		A		16,778		(5)	(5)	Class A Common Stock	16,778	\$0.00	16,778	D ⁽⁶⁾	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$11.595 to \$11.94. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
2. 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. ICONIQ Strategic Partners VIII GP, L.P. ("ICONIQ GP VIII") is the sole general partner of ICONIQ Strategic Partners VIII Holdings, L.P. ICONIQ Strategic Partners VIII TT GP, LLC ("ICONIQ Parent GP VIII") is the sole general partner of ICONIQ GP VIII.
3. (continued) Divesh Makan and the Reporting Person are the sole equity holders of ICONIQ Parent GP II and the sole managing members of ICONIQ Parent GP VIII, 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 Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.
4. Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer Class A Common Stock.
5. The RSUs vest on the earlier of (i) July 8, 2027 or (ii) the date of the Issuer's next annual meeting of stockholders.
6. The RSUs are held by the Reporting Person, a director of the Issuer. The proceeds of any sale of shares of Class A Common Stock issued to the Reporting Person upon settlement of the RSUs will be transferred to ICONIQ Capital, LLC. The Reporting Person disclaims beneficial ownership of these shares 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.

/s/ William J.G. Griffith 07/10/2026

** 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.