

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 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.

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

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> Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/22/2026</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person

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	09/22/2026		J ⁽¹⁾		3,085,037	D	(1)	6,999,211	I ⁽²⁾⁽³⁾	ICONIQ Strategic Partners II, L.P.
Class A Common Stock	09/22/2026		J ⁽⁴⁾		2,414,963	D	(4)	5,478,971	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)
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)

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								916,690	I ⁽²⁾⁽³⁾	ICONIQ Strategic Partners VIII Holdings, L.P.
Class A Common Stock								1,167,726 ⁽⁵⁾	D ⁽⁵⁾	

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				

Explanation of Responses:

1. On September 22, 2026, ICONIQ Strategic Partners II, L.P. distributed, for no consideration, in the aggregate 3,085,037 shares of the Issuer's Class A Common Stock (the "ICONIQ II Shares") to its limited partners and to ICONIQ Strategic Partners II GP, L.P. ("ICONIQ GP II"), representing each such partner's pro rata interest in such ICONIQ II Shares. On the same date, ICONIQ GP II distributed, for no consideration, the ICONIQ II Shares it received in the distribution by ICONIQ II to its partners, representing each such partner's pro rata interest in such ICONIQ II Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

2. 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 its or 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.

4. On September 22, 2026, ICONIQ Strategic Partners II-B, L.P. distributed, for no consideration, in the aggregate 2,414,963 shares of the Issuer's Class A Common Stock (the "ICONIQ II-B Shares") to its limited partners and to ICONIQ GP II, representing each such partner's pro rata interest in such ICONIQ II-B Shares. On the same date, ICONIQ GP II distributed, for no consideration, the ICONIQ II-B Shares it received in the distribution by ICONIQ II-B to its partners, representing each such partner's pro rata interest in such ICONIQ II-B Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Exchange Act.

5. The shares are held by the Reporting Person through his family trust of which he is a trustee and another estate planning trust having an independent trustee. Includes an aggregate of 583,863 ICONIQ II Shares and ICONIQ II-B Shares received in the distributions described herein. The Reporting Person disclaims beneficial ownership of the shares held by such trusts 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

09/24/2026

** 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.