

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>ICONIQ Strategic Partners VIII Holdings, L.P.</u> (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>50 BEALE STREET, SUITE 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</u> [<u>NTSK</u>]	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>07/08/2026</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	07/08/2026		P		200	A	\$11.665	200 ⁽¹⁾	D ⁽²⁾⁽³⁾	
Class A Common Stock	07/08/2026		P		610,091	A	\$11.824 ⁽⁴⁾	610,291	D ⁽²⁾⁽³⁾	
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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners VIII Holdings, L.P.](#)

(Last)

(First)

(Middle)

C/O ICONIQ CAPITAL

50 BEALE STREET, SUITE 2300

(Street)

SAN FRANCISCO

CA

94105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners VIII GP, L.P.](#)

(Last)

(First)

(Middle)

C/O ICONIQ CAPITAL

50 BEALE STREET, SUITE 2300

(Street)

SAN FRANCISCO

CA

94105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners VIII TT GP, LLC](#)

(Last)

(First)

(Middle)

C/O ICONIQ CAPITAL

50 BEALE STREET, SUITE 2300

(Street)

SAN FRANCISCO

CA

94105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Makan Divesh](#)

(Last)

(First)

(Middle)

C/O ICONIQ CAPITAL

50 BEALE STREET, SUITE 2300

(Street)

SAN FRANCISCO

CA

94105

(City)

(State)

(Zip)

Explanation of Responses:

- This transaction is being reported solely by Divesh Makan. ICONIQ Strategic Partners VIII Holdings, L.P., ICONIQ Strategic Partners VIII GP, L.P. ("ICONIQ GP VIII"), ICONIQ Strategic Partners VIII TT GP, LLC ("ICONIQ Parent GP VIII") and William J.G. Griffith have filed separate Section 16 reports reporting the shares purchased in this transaction.
- 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.
- 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 GP VIII is the sole general partner of ICONIQ Strategic Partners VIII Holdings, L.P. ICONIQ Parent GP VIII is the sole general partner of ICONIQ GP VIII.

4. (continued) Divesh Makan and William J.G. Griffith are the sole equity holders of ICONIQ Parent GP II and the sole managing members of ICONIQ Parent GP VIII, and Divesh Makan, William J.G. Griffith and Matthew Jacobson are the sole equity holders of ICONIQ Parent GP VI. Each of ICONIQ GP II, ICONIQ Parent GP II, ICONIQ GP VI, ICONIQ Parent GP VI, ICONIQ GP VIII, ICONIQ Parent GP VIII and Messrs. Makan, Griffith and Jacobson disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (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 any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

<u>ICONIQ Strategic Partners VIII Holdings, L.P., By: ICONIQ Strategic Partners VIII GP, L.P., By: ICONIQ Strategic Partners VIII TT GP, LLC, By: Kevin Foster, Title: Head of Strategy, /s/ Kevin Foster</u>	<u>07/10/2026</u>
<u>ICONIQ Strategic Partners VIII GP, L.P., By: ICONIQ Strategic Partners VIII TT GP, LLC, By: Kevin Foster, Title: Head of Strategy, /s/ Kevin Foster</u>	<u>07/10/2026</u>
<u>ICONIQ Strategic Partners VIII TT GP, LLC, By: Kevin Foster, Title: Head of Strategy,. /s/ Kevin Foster</u>	<u>07/10/2026</u>
<u>/s/ Divesh Makan</u>	<u>07/10/2026</u>
** 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.