SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)*

Netskope, Inc.

(Name of Issuer)

CLASS A COMMON STOCK, $0.0001 PAR VALUE PER SHARE

(Title of Class of Securities)

(CUSIP Number)

09/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☑ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Strategic Partners II, L.P.
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)
3	Sec Use Only
4	Citizenship or Place of Organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 6,999,211.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 6,999,211.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 6,999,211.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 2.6 %
12		Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1		Names of Reporting Persons ICONIQ Strategic Partners II-B, L.P.
2		Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)
3		Sec Use Only
4		Citizenship or Place of Organization CAYMAN ISLANDS
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 5,478,971.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 5,478,971.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person

	5,478,971.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11	Percent of class represented by amount in row (9) 2.1 %
12	Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Strategic Partners II Co-Invest, L.P. (Series NS)	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 2,339,380.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 2,339,380.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,339,380.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 0.9 %	
12	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person: The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Strategic Partners II GP, L.P.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization CAYMAN ISLANDS	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 14,817,562.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 14,817,562.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 14,817,562.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 5.5 %	
12	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person: The reported share amount represents shares of Class A Common Stock held directly by 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 GP, L.P. is the 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), and may be deemed to beneficially own the shares of stock held directly by such funds. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Strategic Partners II TT GP, Ltd.
2	Check the appropriate box if a member of a Group (see instructions)

☐ (a)
☑ (b)

3 Sec Use Only

4 Citizenship or Place of Organization

CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:

5 Sole Voting Power

14,817,562.00

6 Shared Voting Power

0.00

7 Sole Dispositive Power

14,817,562.00

8 Shared Dispositive Power

0.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

14,817,562.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

☐

11 Percent of class represented by amount in row (9)

5.5 %

12 Type of Reporting Person (See Instructions)

CO

Comment for Type of Reporting Person: The reported share amount represents shares of Class A Common Stock held directly by 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 GP, L.P. is the 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), and may be deemed to beneficially own the shares of stock held directly by such funds. ICONIQ Strategic Partners II TT GP, Ltd. is the general partner of ICONIQ Strategic Partners II GP, L.P. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1 Names of Reporting Persons

ICONIQ Strategic Partners VI, L.P.

2 Check the appropriate box if a member of a Group (see instructions)

☐ (a)
☑ (b)

3 Sec Use Only

4 Citizenship or Place of Organization

CAYMAN ISLANDS

Number of Shares Beneficially Owned by

5 Sole Voting Power

8,723,318.00

6 Shared Voting Power

Each Reporting Person With:		0.00
	7	Sole Dispositive Power 8,723,318.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 8,723,318.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 3.3 %
12		Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1		Names of Reporting Persons ICONIQ Strategic Partners VI-B, L.P.
2		Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)
3		Sec Use Only
4		Citizenship or Place of Organization CAYMAN ISLANDS
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 12,854,199.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 12,854,199.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 12,854,199.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐

11	Percent of class represented by amount in row (9)	4.8 %
12	Type of Reporting Person (See Instructions)	PN

Comment for Type of Reporting Person: The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons	ICONIQ Strategic Partners VI Co-Invest, L.P. (Series NS)
2	Check the appropriate box if a member of a Group (see instructions)	☐ (a) ☑ (b)
3	Sec Use Only	
4	Citizenship or Place of Organization	DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power	18,872,434.00
	6 Shared Voting Power	0.00
	7 Sole Dispositive Power	18,872,434.00
	8 Shared Dispositive Power	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person	18,872,434.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	☐
11	Percent of class represented by amount in row (9)	7.1 %
12	Type of Reporting Person (See Instructions)	PN

Comment for Type of Reporting Person: The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Strategic Partners VI GP, L.P.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization CAYMAN ISLANDS	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 40,449,951.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 40,449,951.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 40,449,951.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 15.1 %	
12	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person: The reported share amount represents shares of Class A Common Stock held directly by 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 GP, L.P. is the 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) and may be deemed to beneficially own the shares of stock held directly by such funds. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Strategic Partners VI TT GP, Ltd.
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)
3	Sec Use Only

4	Citizenship or Place of Organization CAYMAN ISLANDS	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 40,449,951.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 40,449,951.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 40,449,951.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 15.1 %	
12	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person: The reported share amount represents shares of Class A Common Stock held directly by 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 GP, L.P. is the 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) and may be deemed to beneficially own the shares of stock held directly by such funds. ICONIQ Strategic Partners VI TT GP, Ltd. is the general partner of ICONIQ Strategic Partners VI GP, L.P. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Strategic Partners VIII Holdings, L.P.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 916,690.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power

		916,690.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 916,690.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 0.3 %
12		Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1		Names of Reporting Persons ICONIQ Strategic Partners VIII GP, L.P.
2		Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)
3		Sec Use Only
4		Citizenship or Place of Organization DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 916,690.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 916,690.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 916,690.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 0.3 %

12	Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: The reported share amount represents shares of Class A Common Stock held directly by ICONIQ Strategic Partners VIII Holdings, L.P. ICONIQ Strategic Partners VIII GP, L.P. is the sole general partner of ICONIQ Strategic Partners VIII Holdings, L.P. and may be deemed to beneficially own the shares held by such fund. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Strategic Partners VIII TT GP, LLC	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 916,690.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 916,690.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 916,690.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 0.3 %	
12	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person: The reported share amount represents shares of Class A Common Stock held directly by ICONIQ Strategic Partners VIII Holdings, L.P. ICONIQ Strategic Partners VIII GP, L.P. is the sole general partner of ICONIQ Strategic Partners VIII Holdings, L.P. and may be deemed to beneficially own the shares held by such fund. ICONIQ Strategic Partners VIII TT GP, LLC is the sole general partner of ICONIQ Strategic Partners VIII GP, L.P. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Capital, LLC	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power 939.00	
	6 Shared Voting Power 0.00	
	7 Sole Dispositive Power 939.00	
	8 Shared Dispositive Power 0.00	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 939.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 0.0 %	
12	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person: Represents shares of Class A Common Stock held by separately managed accounts (the "Managed Accounts") for which ICONIQ Capital, LLC serves as investment adviser. In its capacity as investment adviser, ICONIQ Capital, LLC has the right to exercise voting and investment power over the shares held in the Managed Accounts and therefore may be deemed to beneficially own the shares held in the Managed Accounts. ICONIQ Capital, LLC receives asset-based fees for its investment management services and as such does not have a pecuniary interest in the shares held in the Managed Accounts. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Capital Group, L.P.
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)

3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 939.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 939.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 939.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 0.0 %	
12	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person: Represents shares of Class A Common Stock held by Managed Accounts for which ICONIQ Capital, LLC serves as investment adviser. In its capacity as investment adviser, ICONIQ Capital, LLC has the right to exercise voting and investment power over the shares held in the Managed Accounts and therefore may be deemed to beneficially own the shares held in the Managed Accounts. ICONIQ Capital, LLC receives asset-based fees for its investment management services and as such does not have a pecuniary interest in the shares held in the Managed Accounts. ICONIQ Capital Group, L.P. is the sole member of ICONIQ Capital, LLC. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons ICONIQ Capital Group GP, LLC	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting	5	Sole Voting Power 939.00
	6	Shared Voting Power 0.00

Person With:	7	Sole Dispositive Power 939.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 939.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 0.0 %
12		Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: Represents shares of Class A Common Stock held by Managed Accounts for which ICONIQ Capital, LLC serves as investment adviser. In its capacity as investment adviser, ICONIQ Capital, LLC has the right to exercise voting and investment power over the shares held in the Managed Accounts and therefore may be deemed to beneficially own the shares held in the Managed Accounts. ICONIQ Capital, LLC receives asset-based fees for its investment management services and as such does not have a pecuniary interest in the shares held in the Managed Accounts. ICONIQ Capital Group, L.P. is the sole member of ICONIQ Capital, LLC. ICONIQ Capital Group GP, LLC is the general partner of ICONIQ Capital Group, L.P. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1		Names of Reporting Persons Divesh Makan
2		Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)
3		Sec Use Only
4		Citizenship or Place of Organization UNITED STATES
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 57,352,257.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 57,352,257.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 57,352,257.00

10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11	Percent of class represented by amount in row (9) 21.5 %
12	Type of Reporting Person (See Instructions) IN

Comment for Type of Reporting Person: Represents (i) 1,167,115 shares of Class A Common Stock held by Divesh Makan through a family trust of which he is trustee and another estate planning trust having an independent trustee and (ii) 56,185,142 shares of Class A Common Stock beneficially owned through ICONIQ Strategic Partners II, L.P., ICONIQ Strategic Partners II-B, L.P., ICONIQ Strategic Partners II Co-Invest, L.P. (Series NS), ICONIQ Strategic Partners VI, L.P., ICONIQ Strategic Partners VI-B, L.P., ICONIQ Strategic Partners VI Co-Invest, L.P. (Series NS), ICONIQ Strategic Partners VIII Holdings, L.P. and ICONIQ Capital, LLC. ICONIQ Strategic Partners II GP, L.P. is the 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) and may be deemed to beneficially own the shares of stock held directly by such funds. ICONIQ Strategic Partners II TT GP, Ltd. is the general partner of ICONIQ Strategic Partners II GP, L.P. ICONIQ Strategic Partners VI GP, L.P. is the 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) and may be deemed to beneficially own the shares of stock held directly by such funds. ICONIQ Strategic Partners VI TT GP, Ltd. is the general partner of ICONIQ Strategic Partners VI GP, L.P. ICONIQ Strategic Partners VIII GP, L.P. is the sole general partner of ICONIQ Strategic Partners VIII Holdings, L.P., and may be deemed to beneficially own the shares held by such fund. ICONIQ Strategic Partners VIII TT GP, LLC is the sole general partner of ICONIQ Strategic Partners VIII GP, L.P. ICONIQ Capital Group, L.P. is the sole member of ICONIQ Capital, LLC. ICONIQ Capital Group GP, LLC is the general partner of ICONIQ Capital Group, L.P. Divesh Makan is the sole member of ICONIQ Capital Group GP, LLC. Divesh Makan and William J.G. Griffith are the sole equity holders of ICONIQ Strategic Partners II TT GP, Ltd. and the sole managing members of ICONIQ Strategic Partners VIII TT GP, LLC, and Divesh Makan, William J.G. Griffith and Matthew Jacobson are the sole equity holders of ICONIQ Strategic Partners VI TT GP, Ltd. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons William J.G. Griffith	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 57,351,929.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 57,351,929.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person	

	57,351,929.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11	Percent of class represented by amount in row (9) 21.5 %
12	Type of Reporting Person (See Instructions) IN

Comment for Type of Reporting Person: Represents (i) 1,167,726 shares of Class A Common Stock held by William J.G. Griffith through a family trust of which he is trustee and another estate planning trust having an independent trustee and (ii) 56,184,203 shares of Class A Common Stock beneficially owned through ICONIQ Strategic Partners II, L.P., ICONIQ Strategic Partners II-B, L.P., ICONIQ Strategic Partners II Co-Invest, L.P. (Series NS), ICONIQ Strategic Partners VI, L.P., ICONIQ Strategic Partners VI-B, L.P., ICONIQ Strategic Partners VI Co-Invest, L.P. (Series NS) and ICONIQ Strategic Partners VIII Holdings, L.P. ICONIQ Strategic Partners II GP, L.P. is the 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) and may be deemed to beneficially own the shares of stock held directly by such funds. ICONIQ Strategic Partners II TT GP, Ltd. is the general partner of ICONIQ Strategic Partners II GP, L.P. ICONIQ Strategic Partners VI GP, L.P. is the 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) and may be deemed to beneficially own the shares of stock held directly by such funds. ICONIQ Strategic Partners VI TT GP, Ltd. is the general partner of ICONIQ Strategic Partners VI GP, L.P. ICONIQ Strategic Partners VIII GP, L.P. is the sole general partner of ICONIQ Strategic Partners VIII Holdings, L.P., and may be deemed to beneficially own the shares held by such fund. ICONIQ Strategic Partners VIII TT GP, LLC is the sole general partner of ICONIQ Strategic Partners VIII GP, L.P. Divesh Makan and William J.G. Griffith are the sole equity holders of ICONIQ Strategic Partners II TT GP, Ltd. and the sole managing members of ICONIQ Strategic Partners VIII TT GP, LLC, and Divesh Makan, William J.G. Griffith and Matthew Jacobson are the sole equity holders of ICONIQ Strategic Partners VI TT GP, Ltd. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons Matthew Jacobson	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 40,793,327.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 40,793,327.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person	

9 — 40,793,327.00

10 — Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

☐

11 — Percent of class represented by amount in row (9)

15.3 %

12 — Type of Reporting Person (See Instructions)

IN

Comment for Type of Reporting Person: Represents (i) 343,376 shares of Class A Common Stock held by Matthew Jacobson through a trust of which he is trustee and (ii) 40,449,951 shares of Class A Common Stock beneficially owned through 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 GP, L.P. is the 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) and may be deemed to beneficially own the shares of stock held directly by such funds. ICONIQ Strategic Partners VI TT GP, Ltd. is the general partner of ICONIQ Strategic Partners VI GP, L.P. Divesh Makan, William J.G. Griffith and Matthew Jacobson are the sole equity holders of ICONIQ Strategic Partners VI TT GP, Ltd. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026.

SCHEDULE 13G

Item 1.

(a) Name of issuer:

Netskope, Inc.

(b) Address of issuer's principal executive offices:

2445 Augustine Drive, Suite 301, Santa Clara, CA 95054

Item 2.

(a) Name of person filing:

(i) ICONIQ Strategic Partners II, L.P., a Cayman Islands exempted limited partnership ("ICONIQ II"). (ii) ICONIQ Strategic Partners II-B, L.P., a Cayman Islands exempted limited partnership ("ICONIQ II-B"). (iii) ICONIQ Strategic Partners II Co-Invest, L.P. (Series NS) a Delaware series limited partnership ("ICONIQ II Co-Invest NS" and together with ICONIQ II and ICONIQ II-B, the "ICONIQ II Funds"). (iv) ICONIQ Strategic Partners VI, L.P., a Cayman Islands exempted limited partnership ("ICONIQ VI"). (v) ICONIQ Strategic Partners VI-B, L.P., a Cayman Islands exempted limited partnership ("ICONIQ VI-B"). (vi) ICONIQ Strategic Partners VI Co-Invest, L.P. (Series NS) a Delaware series limited partnership ("ICONIQ VI Co-Invest NS" and together with ICONIQ VI and ICONIQ VI-B, the "ICONIQ VI Funds"). (vii) ICONIQ Strategic Partners II GP, L.P., a Cayman Islands exempted limited partnership ("ICONIQ II GP"), the sole general partner of the ICONIQ II Funds. (viii) ICONIQ Strategic Partners VI GP, L.P., a Cayman Islands exempted limited partnership ("ICONIQ VI GP"), the sole general partner of the ICONIQ VI Funds. (ix) ICONIQ Strategic Partners II TT GP, Ltd., a Cayman Islands exempted company ("ICONIQ II Parent GP"), the sole general partner of ICONIQ II GP. (x) ICONIQ Strategic Partners VI TT GP, Ltd., a Cayman Islands exempted company ("ICONIQ VI Parent GP"), the sole general partner of ICONIQ VI GP. (xi) ICONIQ Strategic Partners VIII Holdings, L.P., a Delaware limited partnership ("ICONIQ VIII Holdings"). (xii) ICONIQ Strategic Partners VIII GP, L.P., a Delaware limited partnership ("ICONIQ VIII GP"), the sole general partner of ICONIQ VIII Holdings. (xiii) ICONIQ Strategic Partners VIII TT GP, LLC, a Delaware limited liability company ("ICONIQ VIII Parent GP"), the sole general partner of ICONIQ VIII GP. (xiv) ICONIQ Capital, LLC, a Delaware limited liability company ("ICONIQ Capital"). (xv) ICONIQ Capital Group, L.P., a Delaware limited partnership ("ICONIQ Capital Group"), the sole member of ICONIQ Capital. (xvi) ICONIQ Capital Group GP, LLC, a Delaware limited liability company ("ICONIQ Capital GP"), the general partner of ICONIQ Capital Group. (xvii) Divesh Makan, a citizen of the United States ("Makan"), the sole member of ICONIQ Capital GP. (xviii) William J.G. Griffith, a citizen of the United States ("Griffith"), together with Makan, are the sole equity holders of ICONIQ II Parent GP and the sole managing members of ICONIQ VIII Parent GP. (xix) Matthew Jacobson, a citizen of the United States ("Jacobson"), together with Makan and Griffith, are the sole equity holders of ICONIQ VI Parent GP.

(b) Address or principal business office or, if none, residence:

The address of the principal business office of each of the reporting persons is c/o ICONIQ Capital, 50 Beale St., Ste. 2300, San Francisco, CA 94105.

(c) Citizenship:

See Item 2(a) above.

(d) Title of class of securities:

CLASS A COMMON STOCK, $0.0001 PAR VALUE PER SHARE

(e) CUSIP No.:

Item 3. If this statement is filed pursuant to Â§Â§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with Â§ 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with Â§ 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with Â§ 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with Â§ 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with Â§ 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

(i) ICONIQ II directly owns 6,999,211 shares of Class A Common Stock, which represents approximately 2.6% of the outstanding Class A Common Stock. (ii) ICONIQ II-B directly owns 5,478,971 shares of Class A Common Stock, which represents approximately 2.1% of the outstanding Class A Common Stock. (iii) ICONIQ II Co-Invest NS directly owns 2,339,380 shares of Class A Common Stock, which represents approximately 0.9% of the outstanding Class A Common Stock. (iv) ICONIQ II GP may be deemed to beneficially own an aggregate of 14,817,562 shares of Class A Common Stock held by the ICONIQ II Funds, which represents approximately 5.5% of the outstanding Class A Common Stock. (v) ICONIQ II Parent GP may be deemed to beneficially own an aggregate of 14,817,562 shares of Class A Common Stock held by the ICONIQ II Funds, which represents approximately 5.5% of the outstanding Class A Common Stock. (vi) ICONIQ VI directly owns 8,723,318 shares of Class A Common Stock, which represents approximately 3.3% of the outstanding Class A Common Stock. (vii) ICONIQ VI-B directly owns 12,854,199 shares of Class A Common Stock, which represents approximately 4.8% of the outstanding Class A Common Stock. (viii) ICONIQ VI Co-Invest NS directly owns 18,872,434 shares of Class A Common Stock, which represents approximately 7.1% of the outstanding Class A Common Stock. (ix) ICONIQ VI GP may be deemed to beneficially own an aggregate of 40,449,951 shares of Class A Common Stock held by the ICONIQ VI Funds, which represents approximately 15.1% of the outstanding Class A Common Stock. (x) ICONIQ VI Parent GP may be deemed to beneficially own an aggregate of 40,449,951 shares of Class A Common Stock held by the ICONIQ VI Funds, which represents approximately 15.1% of the outstanding Class A Common Stock. (xi) ICONIQ VIII Holdings directly owns 916,690 shares of Class A Common Stock, which represents approximately 0.3% of the outstanding Class A Common Stock. (xii) ICONIQ VIII GP may be deemed to beneficially own an aggregate of 916,690 shares of Class A Common Stock held by ICONIQ VIII Holdings, which represents approximately 0.3% of the outstanding Class A Common Stock. (xiii) ICONIQ VIII Parent GP may be deemed to beneficially own an aggregate of 916,690 shares of Class A Common Stock held by ICONIQ VIII Holdings, which represents approximately 0.3% of the outstanding Class A Common Stock. (xiv) ICONIQ Capital may be deemed to beneficially own 939 shares of Class A Common Stock held by separately managed accounts (the "Managed Accounts") for which ICONIQ Capital serves as investment adviser, which represents less than 0.1% of the outstanding Class A Common Stock. In its capacity as investment adviser, ICONIQ Capital, LLC has the right to exercise voting and investment power over the shares held in the Managed Accounts and therefore may be deemed to beneficially own the shares held in the Managed Accounts. ICONIQ Capital, LLC receives asset-based fees for its investment management services and as such does not have a pecuniary interest in the shares held in the Managed Accounts. (xv) ICONIQ Capital Group may be deemed to beneficially own 939 shares of Class A Common Stock beneficially owned by ICONIQ Capital, which represents less than 0.1% of the outstanding Class A Common Stock. (xvi) ICONIQ Capital GP may be deemed to beneficially own 939 shares of Class A Common Stock beneficially owned by ICONIQ Capital, which represents less than 0.1% of the outstanding Class A Common Stock. (xvii) Makan may be deemed to beneficially own an aggregate of 57,352,257 shares of Class A Common Stock beneficially owned by the ICONIQ II Funds, the ICONIQ VI Funds, ICONIQ VIII Holdings, ICONIQ Capital and Makan, which represents approximately 21.5% of the outstanding Class A Common Stock. (xviii) Griffith may be deemed to beneficially own an aggregate of 57,351,929 shares of Class A Common Stock beneficially owned by the ICONIQ II

Funds, the ICONIQ VI Funds, ICONIQ VIII Holdings, and Griffith, which represents approximately 21.5% of the outstanding Class A Common Stock. (xix) Jacobson may be deemed to beneficially own an aggregate of 40,793,327 shares of Class A Common Stock beneficially owned by the ICONIQ VI Funds and Jacobson, which represents approximately 15.3% of the outstanding Class A Common Stock.

Percent of class:

(b) See Item 4(a) above. The percent of class was based upon 267,134,729 shares of Class A Common Stock outstanding, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on September 2, 2026. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

ICONIQ II: 6,999,211 shares of Class A Common Stock ICONIQ II-B: 5,478,971 shares of Class A Common Stock ICONIQ II Co-Invest NS: 2,339,380 shares of Class A Common Stock ICONIQ II GP: 14,817,562 shares of Class A Common Stock ICONIQ II Parent GP: 14,817,562 shares of Class A Common Stock ICONIQ VI: 8,723,318 shares of Class A Common Stock ICONIQ VI-B: 12,854,199 shares of Class A Common Stock ICONIQ VI Co-Invest NS: 18,872,434 shares of Class A Common Stock ICONIQ VI GP: 40,449,951 shares of Class A Common Stock ICONIQ VI Parent GP: 40,449,951 shares of Class A Common Stock ICONIQ VIII Holdings: 916,690 shares of Class A Common Stock ICONIQ VIII GP: 916,690 shares of Class A Common Stock ICONIQ VIII Parent GP: 916,690 shares of Class A Common Stock ICONIQ Capital: 939 shares of Class A Common Stock ICONIQ Capital Group: 939 shares of Class A Common Stock ICONIQ Capital GP: 939 shares of Class A Common Stock Makan: 57,352,257 shares of Class A Common Stock Griffith: 57,351,929 shares of Class A Common Stock Jacobson: 40,793,327 shares of Class A Common Stock

(ii) Shared power to vote or to direct the vote:

N/A

(iii) Sole power to dispose or to direct the disposition of:

ICONIQ II: 6,999,211 shares of Class A Common Stock ICONIQ II-B: 5,478,971 shares of Class A Common Stock ICONIQ II Co-Invest NS: 2,339,380 shares of Class A Common Stock ICONIQ II GP: 14,817,562 shares of Class A Common Stock ICONIQ II Parent GP: 14,817,562 shares of Class A Common Stock ICONIQ VI: 8,723,318 shares of Class A Common Stock ICONIQ VI-B: 12,854,199 shares of Class A Common Stock ICONIQ VI Co-Invest NS: 18,872,434 shares of Class A Common Stock ICONIQ VI GP: 40,449,951 shares of Class A Common Stock ICONIQ VI Parent GP: 40,449,951 shares of Class A Common Stock ICONIQ VIII Holdings: 916,690 shares of Class A Common Stock ICONIQ VIII GP: 916,690 shares of Class A Common Stock ICONIQ VIII Parent GP: 916,690 shares of Class A Common Stock ICONIQ Capital: 939 shares of Class A Common Stock ICONIQ Capital Group: 939 shares of Class A Common Stock ICONIQ Capital GP: 939 shares of Class A Common Stock Makan: 57,352,257 shares of Class A Common Stock Griffith: 57,351,929 shares of Class A Common Stock Jacobson: 40,793,327 shares of Class A Common Stock

(iv) Shared power to dispose or to direct the disposition of:

N/A

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to Â§240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Â§240.13d-1(c) or Â§240.13d-1(d), attach an exhibit stating the identity of each member of the group.

The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-5(b)(1).

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ICONIQ Strategic Partners II, L.P.

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner of General Partner
Date: 11/16/2026

ICONIQ Strategic Partners II-B, L.P.

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner of General Partner
Date: 11/16/2026

ICONIQ Strategic Partners II Co-Invest, L.P. (Series NS)

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner of General Partner
Date: 11/16/2026

ICONIQ Strategic Partners II GP, L.P.

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner
Date: 11/16/2026

ICONIQ Strategic Partners II TT GP, Ltd.

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy
Date: 11/16/2026

ICONIQ Strategic Partners VI, L.P.

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner of General Partner
Date: 11/16/2026

ICONIQ Strategic Partners VI-B, L.P.

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner of General Partner
Date: 11/16/2026

ICONIQ Strategic Partners VI Co-Invest, L.P. (Series NS)

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner of General Partner
Date: 11/16/2026

ICONIQ Strategic Partners VI GP, L.P.

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner
Date: 11/16/2026

ICONIQ Strategic Partners VI TT GP, Ltd.

Signature: /s/ Kevin Foster

Name/Title: Kevin Foster, Head of Strategy
Date: 11/16/2026

ICONIQ Strategic Partners VIII Holdings, L.P.

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner of General Partner
Date: 11/16/2026

ICONIQ Strategic Partners VIII GP, L.P.

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner
Date: 11/16/2026

ICONIQ Strategic Partners VIII TT GP, LLC

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy
Date: 11/16/2026

ICONIQ Capital, LLC

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner of Sole Member
Date: 11/16/2026

ICONIQ Capital Group, L.P.

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy of General Partner
Date: 11/16/2026

ICONIQ Capital Group GP, LLC

Signature: /s/ Kevin Foster
Name/Title: Kevin Foster, Head of Strategy
Date: 11/16/2026

Divesh Makan

Signature: /s/ Divesh Makan
Name/Title: Divesh Makan
Date: 11/16/2026

William J.G. Griffith

Signature: /s/ William J.G. Griffith
Name/Title: William J.G. Griffith
Date: 11/16/2026

Matthew Jacobson

Signature: /s/ Matthew Jacobson
Name/Title: Matthew Jacobson
Date: 11/16/2026

Comments accompanying signature: .