Zendesk, Inc.
Form 4
March 17, 2015

|  |  | OMB APPRROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer subject to |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
| subject to <br> Section 16. | SECURITIES | Estimated average |
| Form 4 or |  | response... 0.5 |
| Form 5 obligations may continue. | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1(b). |  |  |

(Print or Type Responses)


SAN FRANCISCO, CA 94103
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)


SVP, GC and Secretary
6. Individual or Joint/Group Filing(Check

Applicable Line)
_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person

| (City) | (State) | p) 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 <br> Execution Date, if any <br> (Month/Day/Year) | 3. <br> Transact Code (Instr. 8) <br> Code | 4. Securiti ionor Disposed (Instr. 3, 4 <br> Amount | ies A ed of 4 and <br> (A) or (D) |  | 5. Amount of Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 3 and 4) | 6. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) <br> (Instr. 4) | 7. Nature of Indirect <br> Beneficial Ownership (Instr. 4) |
| Common Stock | 03/15/2015 |  | M | 235 |  | (1) | 235 | D |  |
| Common Stock | 03/15/2015 |  | F | 122 (2) | D | \$ 22.54 | 113 | D |  |
| Common Stock | 03/17/2015 |  | M (3) | 9,220 | A | \$ 2.3 | 9,333 | D |  |
| Common Stock | 03/17/2015 |  | S(3) | 9,220 | D | $\begin{aligned} & \$ \\ & 22.1035 \\ & (4) \end{aligned}$ | 113 | D |  |

[^0]Persons who respond to the collection of
SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. <br> Transactio | 5. Number nof Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Security | or Exercise |  | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of |  | (Month/Day/Year) | (Instr. 8) | Acquired |  |  |
|  | Derivative |  |  |  | (A) or |  |  |
|  | Security |  |  |  | Disposed of (D) |  |  |
|  |  |  |  |  | (Instr. 3, 4, |  |  |
|  |  |  |  |  | and 5) |  |  |

Amount
$\left.\begin{array}{llllllllllll} & & & & & \begin{array}{l}\text { Amount } \\ \text { or }\end{array} \\ \text { Number } \\ \text { of }\end{array}\right)$
$\left.\begin{array}{llllllllllll} & & & & & \begin{array}{l}\text { Amount } \\ \text { or }\end{array} \\ \text { Number } \\ \text { of }\end{array}\right)$

Stock
Option
(Right to
$\$ 2.303 / 17 / 2015 \quad \mathrm{M}^{(3)} \quad 9,220$
Buy)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

## Reporting Owners

## Reporting Owner Name / Address

Relationships
Director 10\% Owner Officer Other
Geschke John
1019 MARKET STREET
SVP, GC and Secretary
SAN FRANCISCO, CA 94103

## Signatures

/s/ John Geschke
03/17/2015
${ }^{* *}$ Signature of
Date
Reporting Person

## Explanation of Responses:

* 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) Restricted stock units convert into common stock on a one-for-one basis.

Represents the number of shares withheld by the Issuer in satisfaction of tax withholding obligations in connection with the vesting of the
(2) restricted stock units listed in Table II. Such withholding is mandated by an election of the Issuer made in advance and does not represent a discretionary trade by the reporting person.

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(3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

This sale price represents the weighted average sale price of the shares sold ranging from $\$ 21.76$ to $\$ 22.60$ per share. Upon request by the
(4) Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
$1 / 48$ th of the shares issuable pursuant to the restricted stock unit shall vest monthly after the vesting commencement date of February 15 ,
(5) 2015, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of certain events.
(6) The price in column 8 of Table II is $\$ 0$.

The option is immediately exercisable as of the grant date. 1/4th of the shares vested on July 9, 2013 and $1 / 48$ th of the shares vest (7) monthly thereafter, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of certain events. Unvested shares exercised are subject to a right of repurchase in favor of the Company should the Reporting Person cease to provide continuous service.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.


[^0]:    Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

