Zendesk, Inc. Form 4 March 20, 2015

### FORM 4

#### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287 Number:

0.5

Check this box if no longer subject to Section 16.

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#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(C:+-)

(Print or Type Responses)

1. Name and Ad Price Matthe	•	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Zendesk, Inc. [ZEN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
1019 MARKET STREET			(Month/Day/Year) 03/18/2015	Director 10% Owner _X_ Officer (give title Other (specify below)  SVP of Global Marketing		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN FRANC	CISCO, CA	94103	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (	Table Table	e I - Non-D	erivative	Secur	ities Acqı	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D)				5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)  Code V	(Instr. 3, Amount	(A) or (D)	5) Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Common Stock	03/18/2015		M(1)	1,667	A	\$ 2.3	1,732	D	
Common Stock	03/18/2015		S(1)	1,667	D	\$ 21.99	65	D	

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

(7:n)

(State)

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#### Edgar Filing: Zendesk, Inc. - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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(In

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. Transactic Code (Instr. 8)			Derivative Expiration Date curities (Month/Day/Year) quired or eposed of str. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.3	03/18/2015		M(1)	1	,667	(2)	07/18/2022	Common Stock	1,667

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
2	Director	10% Owner	Officer	Other				
Price Matthew Adrian			SVP of					
1019 MARKET STREET			Global					
SAN FRANCISCO, CA 94103			Marketing					

### **Signatures**

/s/ John Geschke, Attorney-in-Fact for Matthew Adrian
Price
03/20/2015

\*\*Signature of Reporting Person Date

## **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. 78ff(a).
- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- 1/5th of the shares subject to the option vested on July 18, 2013 and 1/60th of the shares subject to the option shall vest monthly(2) thereafter, subject to the Reporting Person's continuous service to the Issuer on each such date. 50% of the then unvested shares are subject to acceleration upon the occurrence of certain events.

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.

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