Geschke John Form 4 August 15, 2017

## FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \*\*Geschke John

(Middle)

1019 MARKET STREET

(Street)

(Ctata)

(First)

2. Issuer Name **and** Ticker or Trading Symbol

Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction (Month/Day/Year)

08/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

\_\_\_\_ Director \_\_\_\_ 10% Owner \_\_X\_ Officer (give title \_\_\_\_ Other (specify below)

CLO and SVP Administration

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

#### SAN FRANCISCO, CA 94103

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	action Date 2A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securi Transaction(A) or D Code (Instr. 3, (Instr. 8)		d of (D) 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)	
Common Stock	08/15/2017		Code V M	Amount 236	(D)	Price (1)	10,438	D		
Common Stock	08/15/2017		F	89 (2)	D	\$ 27.07	10,349	D		
Common Stock	08/15/2017		M	196	A	<u>(1)</u>	10,545	D		
Common Stock	08/15/2017		F	74 (2)	D	\$ 27.07	10,471	D		
Common Stock	08/15/2017		M	200	A	(1)	10,671	D		

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Common Stock 08/15/2017 F  $76\frac{(2)}{27.07}$  D 90.595 D

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

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 control number.

SEC 1474

(9-02)

8. I Der Sec (Ins

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. Transacti Code (Instr. 8)	Derivative		6. Date Exer Expiration D (Month/Day/	ate	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
Restricted Stock Unit	(1)	08/15/2017		M		236	(3)	02/05/2022	Common Stock	236
Restricted Stock Unit	(1)	08/15/2017		M		196	<u>(4)</u>	05/06/2023	Common Stock	196
Restricted Stock Unit	(1)	08/15/2017		M		200	(5)	05/09/2024	Common Stock	200

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Geschke John

1019 MARKET STREET CLO and SVP Administration

SAN FRANCISCO, CA 94103

**Signatures** 

/s/ Hasani Caraway, Attorney-in-Fact for John
Geschke 08/15/2017

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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) 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.
- 1/48th of the shares issuable pursuant to the restricted stock units shall vest monthly after the vesting commencement date of February 15,(3) 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.
- 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of May 15, (4) 2016, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration
- (4) 2016, 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.
- 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of May 15,(5) 2017, 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.

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.