Zendesk, Inc.
Form 4
March 25, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Charles River XIII GP, LLC

(Last) (First) (Middle)

C/O CHARLES RIVER VENTURES, ONE BROADWAY, 15TH FLOOR

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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			
Common Stock	03/24/2015		S(1)		400,000	D	$ 21.7604	11,337,078 (2)	I	See footnote (3)

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

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SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Charles River XIII GP, LLC C/O CHARLES RIVER VENTURES ONE BROADWAY, 15TH FLOOR CAMBRIDGE, MA 02142		X		
Charles River XIII GP, LP C/O CHARLES RIVER VENTURES ONE BROADWAY, 15TH FLOOR CAMBRIDGE, MA 02142		X		
Charles River Partnership XIII, LP C/O CHARLES RIVER VENTURES ONE BROADWAY, 15TH FLOOR CAMBRIDGE, MA 02142		X		
Charles River Friends XIII-A LP C/O CHARLES RIVER VENTURES ONE BROADWAY, 15TH FLOOR CAMBRIDGE, MA 02142		X		

Signatures

/s/ Adam J. Amero as Attorney-in-Fact for Charles River XIII GP, LLC	03/25/2015
**Signature of Reporting Person	Date
/s/ Adam J. Amero as Attorney-in-Fact for Charles River XIII GP, LP	03/25/2015
**Signature of Reporting Person	Date
/s/ Adam J. Amero as Attorney-in-Fact for Charles River Partnership XIII, LP	03/25/2015
**Signature of Reporting Person	Date
/s/ Adam J. Amero as Attorney-in-Fact for Charles River Friends XIII-A, LP	03/25/2015

**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) The number of shares sold includes 389,079 shares sold by Charles River Partnership XIII, LP ("CRP XIII LP") and 10,921 shares sold by Charles River Friends XIII-A, LP ("CRF XIII-A").

(2) The number of shares owned after the sale includes 11,027,557 shares held by CRP XIII LP and 309,521 shares held by CRF XIII-A.

(3) Charles River XIII GP, LP, ("CR XIII GP LP") is the general partner of CRP XIII LP. Charles River XIII GP, LLC is the general partner of both CRF XIII-A and CR XIII GP LP. Each reporting person may be deemed to beneficially own the reported securities, but each disclaims beneficial ownership of such reported securities except to the extent of its pecuniary interest therein. The filing of this statement by any reporting person shall not be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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