Zendesk, Inc. Form 4 August 08, 2016

#### FORM 4

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

HANCES IN RENEFICIAL OWNEDSHID OF

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Geschke John Issuer Symbol Zendesk, Inc. [ZEN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title 1019 MARKET STREET 08/04/2016 below) GC, SVP Admin and Secretary (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SAN FRANCISCO, CA 94103 Person

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y 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) tionor Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	08/04/2016		M <u>(1)</u>	5,000	A	\$ 2.3	10,589	D	
Common Stock	08/04/2016		M <u>(1)</u>	5,000	A	\$ 6.24	15,589	D	
Common Stock	08/04/2016		S <u>(1)</u>	10,000	D	\$ 28.1135 (2)	5,589	D	
Common Stock	08/04/2016		A	511	A	<u>(3)</u>	6,100	D	
Common Stock	08/04/2016		F	193 (4)	D	\$ 28.4	5,907	D	

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

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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. Transactio Code (Instr. 8)	5. Number composed for 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.3	08/04/2016		M <u>(1)</u>	5,000	(5)	07/18/2022	Common Stock	5,000
Stock Option (Right to Buy)	\$ 6.24	08/04/2016		M(1)	5,000	<u>(6)</u>	05/03/2023	Common Stock	5,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			

Geschke John

1019 MARKET STREET SAN FRANCISCO, CA 94103 GC, SVP Admin and Secretary

#### **Signatures**

/s/ Hasani Caraway, attorney-in-fact for John
Geschke 08/08/2016

\*\*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.

Reporting Owners 2

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

- This sale price represents the weighted average sale price of the shares sold ranging from \$27.80 to \$28.71 per share. Upon request by the (2) 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.
- (3) 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 (4) restricted stock units. Such withholding is mandated by an election of the Issuer made in advance and does not represent a discretionary trade by the reporting person.
- The option is immediately exercisable as of the grant date. 1/4th of the shares vested on July 9, 2013 and 1/48th of the shares vest 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.
- The option is immediately exercisable as of the grant date. 3/48ths of the shares vested on July 23, 2013 and 1/48th of the shares vest 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.