Zendesk, Inc. Form 4 November 07, 2016

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 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Geschke John

Symbol

Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction

(Last) (First) (Middle)

(Street)

(Month/Day/Year) 11/03/2016

1019 MARKET STREET

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

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

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

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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GC, SVP Admin 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)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	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) onor Disposed of (D) (Instr. 3, 4 and 5)		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	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/03/2016		M(1)	6,120	A	\$ 2.3	12,705	D	
Common Stock	11/03/2016		S <u>(1)</u>	6,120	D	\$ 23.0022 (2)	6,585	D	
Common Stock	11/04/2016		M(1)	495	A	\$ 2.3	7,080	D	
Common Stock	11/04/2016		S <u>(1)</u>	495	D	\$ 23.0483 (3)	6,585	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.

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(In

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 comf 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	11/03/2016		M(1)	6,120	<u>(4)</u>	07/18/2022	Common Stock	6,120	
Stock Option (Right to Buy)	\$ 2.3	11/04/2016		M(1)	495	<u>(4)</u>	07/18/2022	Common Stock	495	

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	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 11/07/2016

**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

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- This sale price represents the weighted average sale price of the shares sold ranging from \$23.00 to \$23.08 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.
- This sale price represents the weighted average sale price of the shares sold ranging from \$23.00 to \$23.20 per share. Upon request by the (3) 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.
- (4) The option was immediately exercisable as of the grant date, and is fully vested. 1/4th of the shares vested on July 9, 2013 and 1/48th of the shares vested monthly thereafter, subject to the Reporting Person's continuous service to the Issuer on each such date.

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.