Geschke John Form 4 October 17, 2018

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Geschke John

(Last)

(City)

(First)

(Middle)

(Zip)

1019 MARKET STREET

(Street)

(State)

SAN FRANCISCO, CA 94103

2. Issuer Name and Ticker or Trading Symbol

Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction

(Month/Day/Year) 10/15/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Other (specify _X__ Officer (give title 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		140	1011-1	Derivative	Secu	rices Acqui	rea, Disposea or,	or Deficialities	y Owncu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	onor Dispo (Instr. 3,	sed of 4 and (A) or	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	10/15/2010		Code V	Amount	` /	Price	· ·	D	
Stock	10/15/2018		M	236	A	<u>(1)</u>	18,213	D	
Common Stock	10/15/2018		F	118 (2)	D	\$ 61.61	18,095	D	
Common Stock	10/15/2018		M	196	A	<u>(1)</u>	18,291	D	
Common Stock	10/15/2018		F	98 (2)	D	\$ 61.61	18,193	D	
Common Stock	10/15/2018		M	200	A	<u>(1)</u>	18,393	D	

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Common Stock	10/15/2018	F	100 (2)	D	\$ 61.61	18,293	D
Common Stock	10/15/2018	M	385	A	(1)	18,678	D
Common Stock	10/15/2018	F	191 (2)	D	\$ 61.61	18,487	D
Common Stock	10/15/2018	M	75	A	(1)	18,562	D
Common Stock	10/15/2018	F	38 (2)	D	\$ 61.61	18,524	D
Common Stock	10/15/2018	M(3)	5,000	A	\$ 9.52	23,524	D
Common Stock	10/15/2018	S(3)	3,650	D	\$ 60.5233 (4)	19,874	D
Common Stock	10/15/2018	S(3)	1,350	D	\$ 60.9581 (5)	18,524	D

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)	ecution Date, if Transactiom f Derivative y Code Securities		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	<u>(1)</u>	10/15/2018		M		236	<u>(6)</u>	02/05/2022	Common Stock	236
Restricted Stock Unit	<u>(1)</u>	10/15/2018		M		196	<u>(7)</u>	05/06/2023	Common Stock	196
	<u>(1)</u>	10/15/2018		M		200	(8)	05/09/2024		200

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Restricted Stock Unit							Common Stock	
Restricted Stock Unit	<u>(1)</u>	10/15/2018	M	385	(9)	02/08/2025	Common Stock	385
Restricted Stock Unit	<u>(1)</u>	10/15/2018	M	75	(10)	02/08/2025	Common Stock	75
Stock Option (Right to Buy)	\$ 9.52	10/15/2018	M <u>(3)</u>	5,000	(11)	02/13/2024	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Geschke John 1019 MARKET STREET SAN FRANCISCO, CA 94103

CLO and SVP Administration

Signatures

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

10/17/2018

**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) 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 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.
- (3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by John Geschke on May 7, 2018.
- This sale price represents the weighted average sale price of the shares sold ranging from \$59.82 to \$60.81 per share. Upon request by the 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 \$60.83 to \$61.23 per share. Upon request by the 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.
- 1/48th of the shares issuable pursuant to the restricted stock units shall vest monthly after the vesting commencement date of February
 15, 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,
 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,
 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.

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- 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January
 (9) 15, 2018, 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.
- 1/12th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January
 (10) 15, 2018, 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.
- The option is early exercisable. 1/60th of the shares vest monthly after the vesting commencement date of February 13, 2014, subject to (11) 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.