Geschke John Form 4 February 15, 2018

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations

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may continue. See Instruction 1(b).

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)

2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Zendesk, Inc. [ZEN]			
3. Date of Earliest Transaction			
(Month/Day/Year) 02/13/2018	Director 10% Owner X_ Officer (give title Other (specify below) CLO and SVP Administration		
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 Person		
	Symbol Zendesk, Inc. [ZEN] 3. Date of Earliest Transaction (Month/Day/Year) 02/13/2018 4. If Amendment, Date Original		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	e 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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2018		Code V M(1)	Amount 5,000	(D)	Price \$ 9.52	(Instr. 3 and 4) 17,193	D	
Common Stock	02/13/2018		S <u>(1)</u>	2,300	D	\$ 40.6657 (2)	14,893	D	
Common Stock	02/13/2018		S <u>(1)</u>	2,700	D	\$ 41.1565 (3)	12,193	D	
Common Stock	02/15/2018		M	235	A	<u>(4)</u>	12,428	D	
	02/15/2018		F	82 (5)	D	\$ 42.6	12,346	D	

Common Stock							
Common Stock	02/15/2018	M	196	A	<u>(4)</u>	12,542	D
Common Stock	02/15/2018	F	68 <u>(5)</u>	D	\$ 42.6	12,474	D
Common Stock	02/15/2018	M	200	A	<u>(4)</u>	12,674	D
Common Stock	02/15/2018	F	70 (5)	D	\$ 42.6	12,604	D
Common Stock	02/15/2018	M	385	A	<u>(4)</u>	12,989	D
Common Stock	02/15/2018	F	134 (5)	D	\$ 42.6	12,855	D
Common Stock	02/15/2018	M	74	A	<u>(4)</u>	12,929	D
Common Stock	02/15/2018	F	26 (5)	D	\$ 42.6	12,903	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)	4. Transactic Code (Instr. 8)	5. Number or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date (Month/Day/Year) equired (Month/Day/Year) isposed of (Month/Day/Year) (Month/Day/		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)	\$ 9.52	02/13/2018		M <u>(1)</u>	5,000	<u>(6)</u>	02/13/2024	Common Stock	5,000
	<u>(4)</u>	02/15/2018		M	235	<u>(7)</u>	02/05/2022		235

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Restricted Stock Unit							Common Stock	
Restricted Stock Unit	<u>(4)</u>	02/15/2018	M	196	(8)	05/06/2023	Common Stock	196
Restricted Stock Unit	<u>(4)</u>	02/15/2018	M	200	<u>(9)</u>	05/09/2024	Common Stock	200
Restricted Stock Unit	<u>(4)</u>	02/15/2018	M	385	(10)	02/08/2025	Common Stock	385
Restricted Stock Unit	<u>(4)</u>	02/15/2018	M	74	(11)	02/08/2025	Common Stock	74

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

02/15/2018

Date

**Signature of Reporting Person

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 John Geschke on February 16, 2017.
- This sale price represents the weighted average sale price of the shares sold ranging from \$39.97 to \$40.95 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 \$40.97 to \$41.31 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.
- (4) 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.
- The option is early exercisable. 1/60th of the shares vest monthly after the vesting commencement date of February 13, 2014, 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 monthly after the vesting commencement date of February (7) 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.
- (8) 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

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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,
 (9) 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.
- 1/48th 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.
- 1/12th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January
 (11) 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.

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.