McDermott Adrian Form 4 February 12, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

**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

1(b).

Stock

Stock

Common

02/09/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * McDermott Adrian			2. Issuer Name <b>and</b> Ticker or Trading Symbol Zendesk, Inc. [ZEN]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1019 MARKET STREET		7	(Month/Day/Year) 02/08/2018	Director 10% Owner _X Officer (give title Other (specify below)  President of Products		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN FRANCISCO, CA 94103			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tak	ole I - Non-	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. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed of (	` ′	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 Stock	02/08/2018		M	300	A	\$ 6.24	81,381	D	
Common Stock	02/08/2018		S	300	D	\$ 40	81,081	D	
Common	02/09/2018		M	49,700	A	\$ 6.24	130,781	D	

49,700 D

\$

(1)

39.0744 81,081

D

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

S

#### Edgar Filing: McDermott Adrian - Form 4

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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. Transactio Code (Instr. 8)	5. Number of Derivative Securities (A) or Dis (D) (Instr. 3, 4	Acquired sposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option (Right to Buy)	\$ 6.24	02/08/2018		M		300	(2)	05/03/2023	Common Stock	30
Stock Option (Right to Buy)	\$ 38.5	02/08/2018		A	44,000		(3)	02/08/2028	Common Stock	44,0
Restricted Stock Unit	<u>(4)</u>	02/08/2018		A	22,000		(5)	02/08/2025	Common Stock	22,0
Restricted Stock Unit	<u>(4)</u>	02/08/2018		A	900		<u>(6)</u>	02/08/2025	Common Stock	90
Stock Option (Right to Buy)	\$ 6.24	02/09/2018		M		49,700	(2)	05/03/2023	Common Stock	49,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McDermott Adrian							

1019 MARKET STREET SAN FRANCISCO, CA 94103

President of Products

## **Signatures**

/s/ Hasani Caraway, Attorney-in-Fact for Adrian
McDermott.

02/12/2018

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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).
- This sale price represents the weighted average sale price of the shares sold ranging from \$39.00 to \$39.3850 per share. Upon request by (1) 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.
- The option is immediately exercisable as of the grant date. 1/60th of the shares vest monthly after the vesting commencement date of April 23, 2013, 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 Issuer should the Reporting Person cease to provide continuous service.
- 1/48th of the shares subject to the option shall vest and become exercisable monthly after the vesting commencement date of February 8,(3) 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.
- (4) Restricted stock units convert into common stock on a one-for-one basis.
  - 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January
- (5) 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(6) 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.