Zendesk, Inc. Form 4 November 13, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per 0.5 response...

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

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * BLACK ALAN J			2. Issuer Name and Ticker or Trading Symbol Zendesk, Inc. [ZEN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1019 MARKET STREET		•	11/11/2015	_X_ Officer (give title Other (specify below) SVP and CFO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)_X_ Form filed by One Reporting Person		
			Filed(Month/Day/Year)			
SAN FRANCISCO, CA 94103				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - No	on-D	erivative S	Securi	ties Acq	uired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/09/2015		G	V	2,200	D	\$0	169,166 <u>(1)</u>	D	
Common Stock	11/09/2015		G	V	12,500	D	\$0	156,666	D	
Common Stock	11/09/2015		G	V	12,500	A	\$0	281,790	I	Alan J. Black and Linda J. Black, Trustees of Black Family Trust -

Common Stock	11/11/2015	S(2)	26,490	D	\$ 24 (<u>3)</u>	255,300	I	2001 U/I DTD. November 26, 2001 Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD. November 26, 2001
Common Stock	11/11/2015	M(2)	7,200	A	\$ 6.24	163,866	D	
Common Stock	11/11/2015	M(2)	28,490	A	\$ 9.52	192,356	D	
Common Stock	11/11/2015	S(2)	35,690	D	\$ 24 (3)	156,666	D	
Common Stock						40,000	I	By Black 2013 Family Heritage Trust
Common Stock						40,000	I	By Black 2014 Family Heritage Trust
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. SEC 1474 (9-02)								
	Table II - Derivative Se (e.g., puts, cal						ed	
Derivative (2. 3. Transaction Date 3A. De Conversion (Month/Day/Year) Execution Execution 2. Ex		4. Transacti	onDeri	umber of	f 6. Date Exer Expiration D	ate	7. Title and Amount of 8 Underlying Securities I

Code

(Month/Day/Year)

(Instr. 8)

Securities

(D)

Acquired (A) or Disposed of

(Month/Day/Year)

Security

(Instr. 3)

or Exercise

Derivative Security

Price of

(Instr. 3 and 4)

Edgar Filing: Zendesk, Inc. - Form 4

(Instr. 3, 4, and 5)

					and 5))				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.24	11/11/2015	M(2)			7,200	<u>(4)</u>	05/03/2023	Common Stock	7,200
Stock Option (Right to Buy)	\$ 9.52	11/11/2015	M(2)			28,490	<u>(5)</u>	02/13/2024	Common Stock	28,490

Reporting Owners

SAN FRANCISCO, CA 94103

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
BLACK ALAN J									
1019 MARKET STREET			SVP and CFO						

Signatures

/s/ John Geschke, Attorney-in-Fact for Alan J.

Black 11/13/2015

**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) The correct balance prior to this filing was 171,366.
- (2) This transaction was effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.
- This sale price represents the weighted average sale price of the shares sold ranging from \$24.00 to \$24.01 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.
- The option is immediately exercisable as of the grant date. 1/48th of the shares vest monthly after 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 Company should the Reporting Person cease to provide continuous service.
- The option is immediately exercisable as of the grant date. 1/60th of the shares vest monthly after 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. 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.

Reporting Owners 3