Geschke John Form 4 June 19, 2018

# FORM 4

### **OMB APPROVAL**

## 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

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Geschke John			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		(Middle)	Zendesk, Inc. [ZEN]	(Check all applicable)		
(Last)	(First)		3. Date of Earliest Transaction			
			(Month/Day/Year)	Director	10% Owner	

0% Owner \_X\_\_ Officer (give title Other (specify 1019 MARKET STREET 06/15/2018 below) below) CLO and SVP Administration

> (Street) 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

#### SAN FRANCISCO, CA 94103

(City)	(State)	(Zip) Tab	le 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. Transaction Code (Instr. 8)		sed of 4 and (A) or	` ′	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	06/15/2018		M M	235	(D)	( <u>1</u> )	16,024	D	
Common Stock	06/15/2018		F	117 (2)	D	\$ 59.43	15,907	D	
Common Stock	06/15/2018		M	196	A	<u>(1)</u>	16,103	D	
Common Stock	06/15/2018		F	98 (2)	D	\$ 59.43	16,005	D	
Common Stock	06/15/2018		M	200	A	(1)	16,205	D	

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Common Stock	06/15/2018	F	100 (2)	D	\$ 59.43	16,105	D
Common Stock	06/15/2018	M	386	A	<u>(1)</u>	16,491	D
Common Stock	06/15/2018	F	192 (2)	D	\$ 59.43	16,299	D
Common Stock	06/15/2018	M	75	A	<u>(1)</u>	16,374	D
Common Stock	06/15/2018	F	38 (2)	D	\$ 59.43	16,336	D
Common Stock	06/15/2018	M(3)	2,000	A	\$ 6.24	18,336	D
Common Stock	06/15/2018	M(3)	3,000	A	\$ 9.52	21,336	D
Common Stock	06/15/2018	S(3)	5,000	D	\$ 59.0231 (4)	16,336	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.

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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		mof Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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>	06/15/2018		M		235	<u>(5)</u>	02/05/2022	Common Stock	235		
Restricted Stock Unit	<u>(1)</u>	06/15/2018		M		196	<u>(6)</u>	05/06/2023	Common Stock	196		
Restricted Stock Unit	(1)	06/15/2018		M		200	<u>(7)</u>	05/09/2024	Common Stock	200		

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Restricted Stock Unit	(1)	06/15/2018	M	386	(8)	02/08/2025	Common Stock	386
Restricted Stock Unit	<u>(1)</u>	06/15/2018	M	75	<u>(9)</u>	02/08/2025	Common Stock	75
Stock Option (Right to Buy)	\$ 6.24	06/15/2018	M <u>(3)</u>	2,000	<u>(10)</u>	05/03/2023	Common Stock	2,000
Stock Option (Right to Buy)	\$ 9.52	06/15/2018	M(3)	3,000	<u>(11)</u>	02/13/2024	Common Stock	3,000

# **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

06/19/2018

\*\*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 December 15, 2017.
- This sale price represents the weighted average sale price of the shares sold ranging from \$58.55 to \$59.49 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
   (5) 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
  (8) 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 (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.
- The option is early exercisable. 1/48th of the shares vest monthly after the vesting commencement date of April 23, 2013, subject to cliff (10) vesting for all months prior to July 9, 2013 and 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.