Titterton Jeffrey J Form 4 February 12, 2018

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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).

(Last)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Titterton Jeffrey J

(Middle)

(Street)

(First)

1019 MARKET STREET

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading Symbol

Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction (Month/Day/Year)

02/08/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

> below) SVP, Marketing

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

(City) (State) (Zip)

(Month/Day/Year)

SAN FRANCISCO, CA 94103

Execution Date, if Code Disposed of (D) (Month/Day/Year) (Instr. 8)

3.

TransactionAcquired (A) or (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 38.5	02/08/2018		A		28,000		<u>(1)</u>	02/08/2028	Common Stock	28,000
Restricted Stock Unit	<u>(2)</u>	02/08/2018		A		14,000		(3)	02/08/2025	Common Stock	14,000
Restricted Stock Unit	<u>(2)</u>	02/08/2018		A		700		<u>(4)</u>	02/08/2025	Common Stock	700

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Titterton Jeffrey J								
1019 MARKET STREET			SVP, Marketing					
SAN FRANCISCO, CA 94103								

## **Signatures**

/s/ Hasani Caraway via Power-of-Attorney for Jeff J.

Titterton

02/12/2018

\*\*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) Shares subject to the option vests ratably monthly over 48 months from vesting commencement date of February 8, 2018 subject to cliff vesting for all months prior to the one year anniversary of May 15, 2017.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) Restricted stock units vests ratably monthly over 48 months from vesting commencement date of January 15, 2018 subject to cliff vesting for all months prior to the one year anniversary of May 15, 2017.
- (4) Restricted stock units vests ratably monthly over 12 months from vesting commencement date of January 15, 2018 subject to cliff vesting for all months prior to the one year anniversary of May 15, 2017.

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.

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