

Geschke John
Form 4
February 15, 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
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Geschke John

(Last) (First) (Middle)

1019 MARKET STREET

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

CLO and SVP Administration

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	02/13/2018		M ⁽¹⁾	5,000	A \$ 9.52	17,193	D
Common Stock	02/13/2018		S ⁽¹⁾	2,300	D \$ 40.6657 ⁽²⁾	14,893	D
Common Stock	02/13/2018		S ⁽¹⁾	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

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Common
Stock

Common Stock	02/15/2018	M	196	A	(4)	12,542	D
Common Stock	02/15/2018	F	68 (5)	D	\$ 42.6	12,474	D
Common Stock	02/15/2018	M	200	A	(4)	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	(4)	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	(4)	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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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares
				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 ⁽¹⁾	5,000	⁽⁶⁾	02/13/2024	Common Stock		5,000
	⁽⁴⁾	02/15/2018		M	235	⁽⁷⁾	02/05/2022			235

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

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by John Geschke on February 16, 2017.
- (2) 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.
- (3) 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.
- (5) 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.
- (6) 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.
- (7) 1/48th of the shares issuable pursuant to the restricted stock units shall vest monthly after the vesting commencement date of February 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.

- (9) 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.

- (10) 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January 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.

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

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