Zendesk, Inc. Form 4 July 14, 2015

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

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

Washington, D.C. 20549 Number:

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

may continue. See Instruction

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 Price Matthew Adria		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
		Zendesk, Inc. [ZEN]			
(Last) (First	t) (Middle)	3. Date of Earliest Transaction			
1019 MARKET ST	REET	(Month/Day/Year) 07/13/2015	Director 10% Owner _X_ Officer (give title Other (specify below) SVP of Global Marketing		
(Stree	et)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
a	G	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
SAN FRANCISCO,	, CA 94103		Person		

(City)	(State) (Table Table	e I - Non-D	erivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	ecurities Ownership eneficially Form: Direct wned (D) or		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	07/13/2015		M <u>(1)</u>	1,917	A	\$ 9.52	2,179	D	
Common Stock	07/13/2015		S <u>(1)</u>	1,917	D	\$ 21.49	262	D	

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

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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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of 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
Stock Option (Right to Buy)	\$ 9.52	07/13/2015		M <u>(1)</u>	1,917	(2)	02/13/2024	Common Stock	1,917

De

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Price Matthew Adrian			SVP of					
1019 MARKET STREET			Global					
SAN FRANCISCO, CA 94103			Marketing					

Signatures

/s/ John Geschke, Attorney-in-Fact for Matthew Adrian
Price 07/14/2015

**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- The option is immediately exercisable as of the grant date. 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. 100% of the then 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.

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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