Zendesk, Inc. Form 4 March 02, 2017

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires:

January 31,
2005

SECURITIES

Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Marooney Caryn

(City)

Symbol Zendesk, Inc. [ZEN]

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

Date of Earliest Transaction (Month/Day/Year)

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

1019 MARKET STREET 02/28/2017

(Zip)

02/20/2017

below) below)
6. Individual or Joint/Group Filing(Check

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

Applicable Line)

Y. Form filed by One Penorting Pe

\_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

SAN FRANCISCO, CA 94103

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
			Code v	Amount	(D)				
Common	02/28/2017		$M_{\underline{(1)}}$	3,385	Α	\$	35,477	D	
Stock	02/20/2017			2,202		9.16	20,.,,		
Common						¢			
Common	02/28/2017		S(1)	1,693	D	<b>D</b>	33,784	D	
Stock			<u> </u>	,		27.4	,		

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

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SEC 1474 (9-02)

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

#### Edgar Filing: Zendesk, Inc. - Form 4

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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		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)	\$ 9.16	02/28/2017		M <u>(1)</u>	3,385	<u>(2)</u>	01/30/2024	Common Stock	3,385	

De

(In

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
Marooney Caryn 1019 MARKET STREET SAN FRANCISCO, CA 94103	X					

# **Signatures**

/s/ Hasani Caraway, Attorney-in-fact for Caryn Marooney

03/02/2017 Date

\*\*Signature of Reporting Person

### **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 on June 12, 2016 by Caryn Marooney.

The option is early exercisable. 1/48th of the shares vest monthly after the vesting commencement date of January 30, 2014, subject to the (2) Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of contain 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.

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