Zendesk, Inc. Form 4 March 25, 2015

## 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Section 16. 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 30(h) of the Investment Company Act of 1940

**SECURITIES** 

burden hours per response... 0.5

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \*Yellurkar Devdutt

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

5. Relationship of Reporting Person(s) to Issuer

Symbol

Zendesk, Inc. [ZEN]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 03/24/2015

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

C/O CHARLES RIVER VENTURES, ONE BROADWAY, 15TH FLOOR

(State)

(Zip)

(Street) 4. If Amendment, Date Original

Pay/Year) Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

CAMBRIDGE, MA 02142

(City)

(5)	(******)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acq	uired (A) or	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactiorDisposed of (D)			Securities	Ownership	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr. 4)	
					(4)		Reported	(I)		
					(A)		Transaction(s)	(Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common						•	11,427,808		See	
Stock	03/24/2015		S(1)	400,000	D	21.7604	(2)	I	footnote $(3)$	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Ziicicisaoie	2		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
Yellurkar Devdutt						
C/O CHARLES RIVER VENTURES	X	X				
ONE BROADWAY, 15TH FLOOR	Λ	Λ				
CAMBRIDGE, MA 02142						

## **Signatures**

/s/ Adam J. Amero as Attorney-in-Fact for Devdutt Yellurkar

03/24/2015

\*\*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) The number of shares sold includes 389,079 shares sold by Charles River Partnership XIII, LP ("CRP XIII LP") and 10,921 shares sold by Charles River Friends XIII-A, LP ("CRF XIII-A").
- (2) The number of shares owned after the sale includes 11,027,557 shares held by CRP XIII LP, 309,521 shares held by CRF XIII-A, and 90,730 shares held by the Reporting Person.
  - Charles River XIII GP, LP, ("CR XIII GP LP") is the general partner of CRP XIII LP. Charles River XIII GP, LLC ("Charles River XIII GP LLC) is the general partner of both CRF XIII-A and CR XIII GP LP. The Reporting Person is a managing member of CR XIII GP
- (3) LLC, the ultimate general partner of CRP XIII LP and the general partner of CRF XIII-A, and may be deemed to hold voting and dispositive power over the shares. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

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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