Zendesk, Inc. Form 4 November 05, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

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

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BLACK ALAN J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Zendesk, Inc. [ZEN]

(Check all applicable)

(Last) (First)

1019 MARKET STREET

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

Director 10% Owner X_ Officer (give title _ Other (specify

below)

11/04/2015

SVP and CFO

(Middle)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94103

(Street)

(City)	(State)	(Zip) Tak	ole 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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Fransaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
a			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	11/04/2015		$M_{\underline{(1)}}$	10,000	A	\$ 6.24	162,856	D		
Common Stock	11/04/2015		M <u>(1)</u>	8,510	A	\$ 9.52	171,366	D		
Common Stock	11/04/2015		S(1)	18,510	D	\$ 24.005 (2)	152,856	D		
Common Stock	11/04/2015		S <u>(1)</u>	18,510	D	\$ 24.005 (2)	269,290	I	Alan J. Black and Linda J. Black,	

			Trustees of Black Family Trust - 2001 U/I DTD. November 26, 2001			
Common Stock	40,000	I	By Black 2013 Family Heritage Trust			
Common Stock	40,000	I	By Black 2014 Family Heritage Trust			
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.						
	Persons who respond to the colle	ection of	SEC 1474			

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

number.

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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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (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)	\$ 6.24	11/04/2015		M <u>(1)</u>	10,000	(3)	05/03/2023	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 9.52	11/04/2015		M <u>(1)</u>	8,510	<u>(4)</u>	02/13/2024	Common Stock	8,510	

(9-02)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BLACK ALAN J 1019 MARKET STREET SAN FRANCISCO, CA 94103

SVP and CFO

Signatures

/s/ John Geschke, Attorney-in-Fact for Alan J. Black

11/05/2015

**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 Rule 10b5-1 trading plans adopted by the Reporting Person.
- This sale price represents the weighted average sale price of the shares sold ranging from \$24.00 to \$24.06 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.
- The option is immediately exercisable as of the grant date. 1/48th of the shares vest monthly after April 23, 2013, 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. Unvested shares exercised are subject to a right of repurchase in favor of the Company should the Reporting Person cease to provide continuous service.
- The option is immediately exercisable as of the grant date. 1/60th of the shares vest monthly after 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. Unvested shares exercised are subject to a right of repurchase in favor of the Company 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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