Zendesk, Inc. Form 4 January 22, 2016

## 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 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

(Print or Type Responses)

1(b).

(Last)

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

(First)

(Middle)

1019 MARKET STREET

(Street)

Zendesk, Inc. [ZEN] 3. Date of Earliest Transaction

> (Month/Day/Year) 01/21/2016

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer (Check all applicable) Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify below) SVP and CFO 6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94103

(City)	(State)	ate) (Zip) 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)	Code (Instr. 8)	(A) or			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	01/21/2016		Code V  M(1)	Amount 2,000	(D)	Price \$ 6.24	133,488	D		
Common Stock	01/21/2016		M(1)	3,600	A	\$ 9.52	137,088	D		
Common Stock	01/21/2016		S <u>(1)</u>	5,600	D	\$ 24	131,488	D		
Common Stock							250,300	I	Alan J. Black and Linda J. Black,	

Trustees of

	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.						
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
Common Stock	40,000	I	By Black 2014 Family Heritage Trust				
Common Stock	40,000	I	By Black 2013 Family Heritage Trust				
			Black Family Trust - 2001 U/I DTD. November 26, 2001				

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

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 omf 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.24	01/21/2016		M <u>(1)</u>		2,000	(2)	05/03/2023	Common Stock	2,000
Stock Option (Right to Buy)	\$ 9.52	01/21/2016		M <u>(1)</u>		3,600	(3)	02/13/2024	Common Stock	3,600

De

(In

Edgar Filing: Zendesk, Inc. - Form 4

## **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

01/22/2016

\*\*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.
- 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.

Reporting Owners 3