Zendesk, Inc. Form 4 May 28, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

**ROAD** 

(Print or Type Responses)

C/O BENCHMARK

1. Name and Address of Reporting Person \* **DUNLEVIE BRUCE** 

(First) (Middle) Symbol

2. Issuer Name and Ticker or Trading

Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction (Month/Day/Year) 05/12/2015

CAPITAL,, 2965 WOODSIDE

(Street)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_\_ 10% Owner Director \_\_Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

WOODSIDE, CA 94062

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of	` ′	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	05/12/2015		S	14,898	D	\$ 22.387 (1)	22,583	I	See footnote (2)
Common Stock	05/12/2015		S	13,909	D	\$ 22.387 (3)	24,469	I	See footnote (4)
Common Stock							8,771,173	I	See footnote (5)

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	Date				
								of			
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

**Relationships** Reporting Owner Name / Address

> Director 10% Owner Officer Other

**DUNLEVIE BRUCE** C/O BENCHMARK CAPITAL, 2965 WOODSIDE ROAD WOODSIDE, CA 94062

X

### **Signatures**

/s/ Steven M. Spurlock, Authorized Signatory

05/28/2015

\*\*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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.37 to \$22.42 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the
- **(1)** Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- **(2)** Shares are owned directly by a limited partnership controlled by Bruce W. Dunlevie.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.37 to \$22.42 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the (3)Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

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- (4) Shares are owned directly Bruce W. Dunlevie's family trust.
  - Shares held of record by Benchmark Capital Partners VI, L.P. ("BCP VI"), as nominee for BCP VI, Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF IV-B") and related persons. Benchmark Capital Management Co. VI,
- (5) L.P. (BFF VI), Benchmark Founders Fund VI-B, L.P. (BFF IV-B) and related persons. Benchmark Capital Management Co. L.L.C. ("BCMC VI"), the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over such shares.

#### **Remarks:**

Bruce W. Dunlevie is a managing member of BCMC VI, which serves as general partner to BCP VI, BFF VI and BFF VI-B, a

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.