Check this box       if no longer         subject to       Section 16.    Statement of the section 16.									3235-0287 January 31, 2005 werage	
Price Matthew Adrian Symbol			Issuer Name <b>and</b> Ticker or Trading abol adesk, Inc. [ZEN]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Midd	,	3. Date of Earliest Transaction				(Chec	eck all applicable)		
			Month/Day/Year) 01/13/2015				Director10% Owner XOfficer (give titleOther (specify below) below) SVP of Global Marketing			
	Amendment, Date Original (Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
SAN FRAN	ICISCO, CA 94103						Person	fore than One Re	porung	
(City)	(State) (Zip	) Tab	le I - Non-D	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2/ (Month/Day/Year) E: ar (N	ecution Date, if	Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	01/13/2015		M <u>(1)</u>	1,923	A		1,923	D		
Common Stock	01/13/2015		S <u>(1)</u>	1,923	D	\$ 24.71	0	D		

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

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.

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

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

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. Transactic Code (Instr. 8)	5. Number prof 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)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 9.52	01/13/2015		M <u>(1)</u>	1,923	(2)	02/13/2024	Common Stock	1,923	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
Price Matthew Adrian 1019 MARKET STREET			SVP of Global Morketing				
SAN FRANCISCO, CA 94103 Signatures			Marketing				

/s/ John Geschke, Attorney-in-Fact for Matthew Adrian Price 01/14/2015

\*\*Signature of Reporting Person

Date

er

## **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 by the Reporting Person.

The option is immediately exercisable as of the grant date. 1/60th of the shares vest monthly after the vesting commencement date of

(2) February 13, 2014, subject to the Reporting Person's continuous service to the Issuer on each such date. 50% of the then 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 Issuer 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.