

Geschke John
 Form 4
 February 15, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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. Name and Address of Reporting Person *
 Geschke John

(Last) (First) (Middle)
 1019 MARKET STREET
 (Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/13/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

CLO and SVP Administration

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

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

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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/13/2018 | | M ⁽¹⁾ | | 5,000 A \$ 9.52 | 17,193 | D |
| Common Stock | 02/13/2018 | | S ⁽¹⁾ | | 2,300 D \$ 40.6657 | 14,893 | D |
| Common Stock | 02/13/2018 | | S ⁽¹⁾ | | 2,700 D \$ 41.1565 | 12,193 | D |
| Common Stock | 02/15/2018 | | M | | 235 A <u>(4)</u> | 12,428 | D |
| | 02/15/2018 | | F | | 82 ⁽⁵⁾ D \$ 42.6 | 12,346 | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|---------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 02/15/2018 | M | 196 | A | (4) | 12,542 | D |
| Common Stock | 02/15/2018 | F | 68 (5) | D | \$ 42.6 | 12,474 | D |
| Common Stock | 02/15/2018 | M | 200 | A | (4) | 12,674 | D |
| Common Stock | 02/15/2018 | F | 70 (5) | D | \$ 42.6 | 12,604 | D |
| Common Stock | 02/15/2018 | M | 385 | A | (4) | 12,989 | D |
| Common Stock | 02/15/2018 | F | 134 (5) | D | \$ 42.6 | 12,855 | D |
| Common Stock | 02/15/2018 | M | 74 | A | (4) | 12,929 | D |
| Common Stock | 02/15/2018 | F | 26 (5) | D | \$ 42.6 | 12,903 | D |

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 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) | 5. Number of 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 9.52 | 02/13/2018 | | M(1) | 5,000 | (6) 02/13/2024 | Common Stock | 5,000 |
| | (4) | 02/15/2018 | | M | 235 | (7) 02/05/2022 | | 235 |

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upon the occurrence of certain events.

(9) 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of May 15, 2017, 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.

(10) 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January 15, 2018, 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.

(11) 1/12th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January 15, 2018, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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