Stalder Dana Form 4 February 20, 2019

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average

burden hours per

**OMB APPROVAL** 

response...

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

may continue.

See Instruction

Check this box

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

Zendesk, Inc. [ZEN]

Symbol

1(b).

Stalder Dana

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(Last) (First) (Middle)  C/O ZENDESK, INC., 1019  MARKET STREET		(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2019				_X_ Director 10% Owner Officer (give title below) Other (specify below)			
SAN FRAN	Filed(Mon	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly 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. Securi onAcquired Disposed (Instr. 3,	(A) 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	02/15/2019		A	168 <u>(1)</u>	A	<u>(2)</u>	16,359	D	By Vista	
Common Stock							35,528	I	Grande Trust Dated January 24, 2001 as amended (3)	

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. Titl	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	int of	Derivative	De
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Be
	Derivative				Securities			(Instr.	3 and 4)		Ov
	Security				Acquired						Fo
					(A) or						Re
					Disposed						Tr
					of (D)						(Ir
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Expiration Exercisable Date	Expiration	TP:41	or Namel		
								Number			
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stalder Dana C/O ZENDESK, INC. 1019 MARKET STREET SAN FRANCISCO, CA 94103

X

### **Signatures**

/s/ Hasani Caraway, as Attorney-in-Fact for Dana Stalder

02/20/2019

\*\*Signature of Reporting Person

#### **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).

Pursuant to the Issuer's Amended and Restated Non-Employee Director Compensation Policy, the Reporting Person has elected to receive fully-vested restricted stock units in lieu of the retainer fees payable for services on the Issuer's Board of Directors and any committees

- (1) thereof. The number of shares of common stock issuable pursuant to the restricted stock units represents the quotient of (i) one-quarter of all applicable annual retainer fees divided by (ii) the average closing price of the Issuer's common stock over the 30 trading days prior to the date of grant.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) Shares held by Vista Grande Trust dated January 24, 2001 as amended. The Reporting Person is a trustee and beneficiary of the trust. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

of 9. Nu ve Deriv Secu Bene Own Follo Repo

Owner Follo Repo Trans (Instr

Date

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