Svane Mikkel Form 4 July 18, 2017

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

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).

Form 5

obligations

may continue.

See Instruction

1. Name and Address of Reporting Person * Svane Mikkel

(Last)

(First)

(Middle)

1019 MARKET STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction

(Month/Day/Year)

07/15/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

_X__ Director 10% Owner

X_ Officer (give title _ Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

Issuer

SAN FRANCISCO, CA 94103

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securion(A) or Do (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	07/15/2017		M	853	A	<u>(1)</u>	1,780,159	D	
Common Stock	07/15/2017		F	321 (2)	D	\$ 28.46	1,779,838	D	
Common Stock	07/15/2017		M	521	A	<u>(1)</u>	1,780,359	D	
Common Stock	07/15/2017		F	196 (2)	D	\$ 28.46	1,780,163	D	
Common Stock	07/15/2017		M	525	A	(1)	1,780,688	D	

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 $198 \frac{(2)}{2}$ D $\begin{array}{c} \$ \\ 28.46 \end{array}$ 1,780,490 Common 07/15/2017 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

8. F Dei Sec (Ins

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. 5. Num Transaction Code Derivat (Instr. 8) Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)		tive ies ed	Expiration Date //e (Month/Day/Year) s		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
Restricted Stock Unit	(1)	07/15/2017		M	8	353	(3)	02/05/2022	Common Stock	853
Restricted Stock Unit	(1)	07/15/2017		M	5	521	<u>(4)</u>	05/06/2023	Common Stock	521
Restricted Stock Unit	<u>(1)</u>	07/15/2017		M	5	525	<u>(5)</u>	05/09/2024	Common Stock	525

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			
Svane Mikkel							

1019 MARKET STREET X Chairman and CEO SAN FRANCISCO, CA 94103

Signatures

/s/ Hasani Caraway, Attorney-in-Fact for Mikkel 07/18/2017 Svane

> **Signature of Reporting Person Date

2 Reporting Owners

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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) Restricted stock units convert into common stock on a one-for-one basis.
- Represents the number of shares withheld by the Issuer in satisfaction of tax withholding obligations in connection with the vesting of the (2) restricted stock units listed in Table II. Such withholding is mandated by an election of the Issuer made in advance and does not represent a discretionary trade by the Reporting Person.
- 1/48th of the shares issuable pursuant to the restricted stock units shall vest monthly after the vesting commencement date of February 15,(3) 2015, 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.
- 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of May 15, (4) 2016, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration
- (4) 2016, 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.
- 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of May 15,
- (5) 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.

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.