

Keiser John T.  
Form 4  
February 19, 2019

**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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Keiser John T.

(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)  
02/15/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Ownership (Instr. 4)
Common Stock	02/15/2019		M	414 A	31,728	D	
Common Stock	02/15/2019		F	144 (2) D	\$ 31,584	D	
Common Stock	02/15/2019		M	2,917 A	34,501	D	
Common Stock	02/15/2019		F	1,009 (2) D	\$ 33,492	D	
Common Stock	02/15/2019		M	200 A	33,692	D	

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Common Stock	02/15/2019	F	70 <sup>(2)</sup>	D	\$ 78.97	33,622	D
Common Stock	02/15/2019	M	611	A	<u>(1)</u>	34,233	D
Common Stock	02/15/2019	F	212 <sup>(2)</sup>	D	\$ 78.97	34,021	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
Restricted Stock Unit	<u>(1)</u>	02/15/2019		M	414	<u>(3)</u> 02/07/2026	Common Stock	414
Restricted Stock Unit	<u>(1)</u>	02/15/2019		M	2,917	<u>(4)</u> 05/06/2023	Common Stock	2,917
Restricted Stock Unit	<u>(1)</u>	02/15/2019		M	200	<u>(5)</u> 05/09/2024	Common Stock	200
Restricted Stock Unit	<u>(1)</u>	02/15/2019		M	611	<u>(6)</u> 02/08/2025	Common Stock	611

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Keiser John T. 1019 MARKET STREET SAN FRANCISCO, CA 94103	Chief Operating Officer

## Signatures

/s/ Hasani Caraway, Attorney-in-Fact for John T.  
Keiser

02/19/2019

\_\_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).
- (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 each month after the vesting commencement date of January
- (3) 15, 2019, 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.  
  
1/4th of the shares issuable pursuant to the restricted stock units shall vest one year after the vesting commencement date of May 15, 2016 and an additional 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month thereafter, subject to the
- (4) 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.  
  
1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January
- (6) 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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