

Geschke John
 Form 4
 September 17, 2018

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/15/2018

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

CLO and SVP Administration

SAN FRANCISCO, CA 94103

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price		
Common Stock	09/15/2018		M		235 A <u>1</u> 17,665	D	
Common Stock	09/15/2018		F		117 <u>(2)</u> D \$ 71.94 17,548	D	
Common Stock	09/15/2018		M		196 A <u>1</u> 17,744	D	
Common Stock	09/15/2018		F		98 <u>(2)</u> D \$ 71.94 17,646	D	
Common Stock	09/15/2018		M		200 A <u>1</u> 17,846	D	

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Common Stock	09/15/2018	F	100 <u>(2)</u>	D	\$ 71.94	17,746	D
Common Stock	09/15/2018	M	386	A	<u>(1)</u>	18,132	D
Common Stock	09/15/2018	F	192 <u>(2)</u>	D	\$ 71.94	17,940	D
Common Stock	09/15/2018	M	75	A	<u>(1)</u>	18,015	D
Common Stock	09/15/2018	F	38 <u>(2)</u>	D	\$ 71.94	17,977	D
Common Stock	09/17/2018	M ⁽³⁾	5,000	A	\$ 9.52	22,977	D
Common Stock	09/17/2018	S ⁽³⁾	1,500	D	\$ 67.8053 <u>(4)</u>	21,477	D
Common Stock	09/17/2018	S ⁽³⁾	2,300	D	\$ 69.3261 <u>(5)</u>	19,177	D
Common Stock	09/17/2018	S ⁽³⁾	800	D	\$ 70.3425 <u>(6)</u>	18,377	D
Common Stock	09/17/2018	S ⁽³⁾	400	D	\$ 71.3788 <u>(7)</u>	17,977	D

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

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(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	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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- (7) This sale price represents the weighted average sale price of the shares sold ranging from \$71.04 to \$71.71 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (8) 1/48th of the shares issuable pursuant to the restricted stock units shall vest monthly after the vesting commencement date of February 15, 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.
- (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, 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) The option is early exercisable. 1/60th of the shares vest monthly after the vesting commencement date of February 13, 2014, 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.

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