Gomez Elena Form 4 November 22, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Addr Gomez Elena	ess of Reporti	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Zendesk, Inc. [ZEN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(check all applicable)		
1019 MARKET STREET			(Month/Day/Year) 11/21/2017	Director 10% Owner _X_ Officer (give title Other (specify below) Chief Financial Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN FRANCIS	SCO, CA 9	4103	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

	(City)	(State) (	Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
Sec	Fitle of curity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	n(A) or D	curities Acquired or Disposed of (D) : 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
	ommon ock	11/21/2017		M <u>(1)</u>	1,921	A	\$ 23.44	5,151	D	
	ommon ock	11/21/2017		S <u>(1)</u>	2,921	D	\$ 35	2,230	D	
	ommon ock	11/22/2017		M <u>(1)</u>	8,079	A	\$ 23.44	10,309	D	
	ommon ock	11/22/2017		S <u>(1)</u>	8,079	D	\$ 35	2,230	D	

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

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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 composed for 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.44	11/21/2017		M(1)	1,921	<u>(2)</u>	05/06/2026	Common Stock	1,921
Stock Option (Right to Buy)	\$ 23.44	11/22/2017		M <u>(1)</u>	8,079	(2)	05/06/2026	Common Stock	8,079

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gomez Elena

1019 MARKET STREET SAN FRANCISCO, CA 94103 Chief Financial Officer

## **Signatures**

/s/ Hasani Caraway, as Attorney-in-Fact for Elena
Gomez

11/22/2017

\*\*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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by Elena Gomez on June 14, 2017.

**(2)** 

Reporting Owners 2

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1/4th of the shares subject to the option vested and became exercisable one year after the vesting commencement date of May 2, 2016, and an additional 1/48th of the shares shall vest and become exercisable each month thereafter, 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.