

Zendesk, Inc.
Form 4
November 19, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BLACK ALAN J

(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)
11/17/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
☒ Officer (give title _____ Other (specify
below) below)
SVP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/17/2015		M ⁽¹⁾	1,450 A	\$ 6.24 158,549	D	
Common Stock	11/17/2015		S ⁽¹⁾	1,450 D	\$ 24 157,099	D	
Common Stock	11/17/2015		S ⁽¹⁾	5,527 D	\$ 24 249,773	I	Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001

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U/I DTD.
November
26, 2001

Common Stock	11/18/2015	M ⁽¹⁾	2,150	A	\$ 6.24	159,249	D
Common Stock	11/18/2015	M ⁽¹⁾	2,000	A	\$ 9.52	161,249	D
Common Stock	11/18/2015	S ⁽¹⁾	4,150	D	\$ 24	157,099	D

Common Stock	11/18/2015	S ⁽¹⁾	9,473	D	\$ 24	240,300	I
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Alan J.
Black and
Linda J.
Black,
Trustees of
Black
Family
Trust - 2001
U/I DTD.
November
26, 2001

Common Stock						40,000	I
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By Black
2013
Family
Heritage
Trust

Common Stock						40,000	I
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By Black
2014
Family
Heritage
Trust

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. De Sec (In
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)		
Stock Option (Right to Buy)	\$ 6.24	11/17/2015	M ⁽¹⁾			1,450	⁽²⁾ 05/03/2023	Common Stock 1,450
Stock Option (Right to Buy)	\$ 6.24	11/18/2015	M ⁽¹⁾			2,150	⁽²⁾ 05/03/2023	Common Stock 2,150
Stock Option (Right to Buy)	\$ 9.52	11/18/2015	M ⁽¹⁾			2,000	⁽³⁾ 02/13/2024	Common Stock 2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLACK ALAN J 1019 MARKET STREET SAN FRANCISCO, CA 94103			SVP and CFO	

Signatures

/s/ John Geschke, Attorney-in-Fact for Alan J.
Black

11/19/2015

 **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 Rule 10b5-1 trading plans adopted by the Reporting Person.

(2) The option is immediately exercisable as of the grant date. 1/48th of the shares vest monthly after April 23, 2013, 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. Unvested shares exercised are subject to a right of repurchase in favor of the Company should the Reporting Person cease to provide continuous service.

(3) The option is immediately exercisable as of the grant date. 1/60th of the shares vest monthly after 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. Unvested shares exercised are subject to a right of repurchase in favor of the Company should the Reporting Person cease to provide continuous service.

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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