Zendesk, Inc.
Form 4
August 22, 2016

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stalder Dana

(Last) (First) (Middle)

260 HOMER AVENUE, SUITE 201

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/18/2016		J(1)		1,031	D	$ 0	0	I	By Weston & Co. IX LLC, As Nominee (2)
Common Stock	08/18/2016		J(3)		1,031	A	$ 0	89,041	I	By Vista Grande Trust Dated January 24, 2001 as amended

									(4)
Common Stock	08/18/2016		J(1)	599,235	D	$ 0	0	I	By Matrix Partners IX, L.P. (5)
Common Stock	08/18/2016		J(3)	16,278	A	$ 0	105,319	I	By Vista Grande Trust Dated January 24, 2001 as amended (4)

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 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stalder Dana 260 HOMER AVENUE SUITE 201 PALO ALTO, CA 94301	X			

Signatures

/s/ Hasani Caraway, attorney-in-fact for Dana Stalder	08/22/2016
**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) Represents a pro rata distribution for no consideration.

(2) These shares were owned directly by Weston & Co. IX LLC ("Weston IX"), as nominee for Vista Grande Trust, a trust of which Mr. Stalder is the trustee and a beneficiary (the "Trust"). Weston IX owned shares in the company as nominee for other beneficial owners. Mr. Stalder disclaimed ownership of any of the shares owned directly by Weston IX other than those held by Weston IX as nominee for the Trust. The Trust held sole voting and/or investment control over the shares held by Weston IX as nominee for the Trust, but did not have sole or shared voting and/or investment control with respect to the shares owned by Weston IX.

(3) Shares acquired by the Reporting Person pursuant to a pro rata distribution for no consideration.

(4) Shares held by Vista Grande Trust dated January 24, 2001 as amended. The Reporting Person is a trustee and beneficiary of the trust.

(5) These shares were owned directly by Matrix Partners IX, L.P. ("Matrix IX"). Dana Stalder is managing member of Matrix IX Management Co., L.L.C., the general partner of Matrix IX, and held sole voting and dispositive power with respect to the Matrix IX shares. The Reporting Person disclaimed beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person was the beneficial owner of such securities for Section 16 or any other purpose. Dana Stalder is a director of Issuer.

Remarks:

Exhibit 24 Power of Attorney.

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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