

Zendesk, Inc.  
Form 4  
January 14, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
01/12/2015

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)

SVP and CFO

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	01/09/2015		G	V	12,500	D	\$ 0	292,361	D
Common Stock	01/09/2015		G	V	12,500	A	\$ 0	238,716	I
									Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD.

								November 26, 2001
								Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD. November 26, 2001
Common Stock	01/12/2015	<u>S<sup>(1)</sup></u>	7,400	D	\$ 24.7226 <u>(2)</u>	231,316	I	
								By Black 2013 Family Heritage Trust
Common Stock	01/12/2015	<u>S<sup>(1)</sup></u>	3,000	D	\$ 24.7822 <u>(3)</u>	63,000	I	
								By Black 2014 Family Heritage Trust
Common Stock	01/12/2015	<u>S<sup>(1)</sup></u>	3,000	D	\$ 24.7838 <u>(3)</u>	63,000	I	
								Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD. November 26, 2001
Common Stock	01/13/2015	<u>S<sup>(1)</sup></u>	4,600	D	\$ 25.1662 <u>(4)</u>	226,716	I	
								By Black 2013 Family Heritage Trust
Common Stock	01/13/2015	<u>S<sup>(1)</sup></u>	1,000	D	\$ 25.056 <u>(5)</u>	62,000	I	
								By Black 2014 Family Heritage Trust
Common Stock	01/13/2015	<u>S<sup>(1)</sup></u>	1,000	D	\$ 25.057 <u>(5)</u>	62,000	I	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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
BLACK ALAN J 1019 MARKET STREET SAN FRANCISCO, CA 94103			SVP and CFO	

## Signatures

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

01/14/2015

\_\_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 sale was effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.

This sale price represents the weighted average sale price of the shares sold ranging from \$24.28 to \$25.195 per share. Upon request by  
(2) 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.

This sale price represents the weighted average sale price of the shares sold ranging from \$24.30 to \$25.195 per share. Upon request by  
(3) 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.

(4)

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This sale price represents the weighted average sale price of the shares sold ranging from \$25.00 to \$25.25 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.

- (5) This sale price represents the weighted average sale price of the shares sold ranging from \$25.00 to \$25.10 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.

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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