

Titterton Jeffrey J
Form 4
November 16, 2018

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 *
Titterton Jeffrey 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)
11/15/2018

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 below) ____ Other (specify below)

Chief Marketing Officer

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)
Common Stock	11/15/2018		M	1,250 A	12,746 ⁽²⁾	D	
Common Stock	11/15/2018		F	620 ⁽³⁾ D	\$ 53.1	D	
Common Stock	11/15/2018		M	292 A	12,418	D	
Common Stock	11/15/2018		F	145 ⁽³⁾ D	\$ 53.1	D	
Common Stock	11/15/2018		M	59 A	12,332	D	

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Common Stock 11/15/2018 F 30 ⁽³⁾ D \$ 53.1 12,302 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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	11/15/2018		M	1,250	(4)	08/01/2024	Common Stock	1,250
Restricted Stock Unit	(1)	11/15/2018		M	292	(5)	02/08/2025	Common Stock	292
Restricted Stock Unit	(1)	11/15/2018		M	59	(6)	02/08/2025	Common Stock	59

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Titterton Jeffrey J 1019 MARKET STREET SAN FRANCISCO, CA 94103			Chief Marketing Officer	

Signatures

/s/ Hasani Caraway via Power-of-Attorney for Jeff J. Titterton

11/16/2018

__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) Restricted stock units convert into common stock on a one-for-one basis.

(2) Includes 503 shares acquired by the Reporting Person on November 14, 2018 pursuant to the Issuer's Employee Stock Purchase Plan in a transaction exempt under Rule 16b-3(c).

(3) Represents the number of shares withheld by the Issuer in satisfaction of tax withholding obligations in connection with the vesting of the restricted stock units listed in Table II. Such withholding is mandated by an election of the Issuer made in advance and does not represent a discretionary trade by the Reporting Person.

(4) 1/4th of the shares issuable pursuant to the restricted stock units shall vest one year after the vesting commencement date of May 15, 2017 and an additional 1/48th of the shares issuable pursuant to the restricted stock units shall vest 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.

(5) Restricted stock units vests ratably monthly over 48 months from vesting commencement date of January 15, 2018 subject to cliff vesting for all months prior to the one year anniversary of May 15, 2017.

(6) Restricted stock units vests ratably monthly over 12 months from vesting commencement date of January 15, 2018 subject to cliff vesting for all months prior to the one year anniversary of May 15, 2017.

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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