

Zendesk, Inc.  
Form 4  
December 17, 2014

**FORM 4**

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

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).

**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

(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)  
12/15/2014

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 below)  Other (specify 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 or Disposed of (Instr. 8) |   |        |            | 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                    | 12/09/2014                           |  | G  | V | 12,500 | D          | \$ 0  | 308,506  | D   |  |
| Common Stock                    | 12/09/2014                           |  | G  | V | 12,500 | A          | \$ 0  | 298,371  | I   | Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD. |

|              |            |  |                  |       |   |                             |         |   |  |
|--------------|------------|--|------------------|-------|---|-----------------------------|---------|---|--|
| Common Stock | 12/15/2014 |  | S <sup>(1)</sup> | 6,000 | D | \$<br>22.8455<br><u>(2)</u> | 292,371 | I | November 26, 2001<br>Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD.<br>November 26, 2001 |
| Common Stock | 12/15/2014 |  | G V              | 7,200 | D | \$ 0                        | 285,171 | I | Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD.<br>November 26, 2001                      |
| Common Stock | 12/15/2014 |  | S <sup>(1)</sup> | 2,000 | D | \$<br>22.8435<br><u>(3)</u> | 86,000  | I | By Black 2014 Family Heritage Trust  |
| Common Stock | 12/15/2014 |  | S <sup>(1)</sup> | 2,000 | D | \$<br>22.8393<br><u>(4)</u> | 86,000  | I | By Black 2013 Family Heritage Trust  |

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.**

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|

  

| 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<br>1019 MARKET STREET<br>SAN FRANCISCO, CA 94103 |               |           | SVP and CFO |       |

## Signatures

/s/ John Geschke, Attorney-in-Fact for Alan J. Black  
 12/17/2014  
 \*\*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.  
 The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$22.535 to \$23.15 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.
- (3) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$22.57 to \$23.08 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.
- (4) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$22.54 to \$23.07 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. 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.