

Zendesk, Inc.
Form SC 13G/A
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

Zendesk, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

98936J101
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input checked="" type="checkbox"/>	Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 19

CUSIP NO. 98936J101 13 G Page 2 of 20

1 NAME OF REPORTING PERSON Benchmark Capital Partners VI, L.P. ("BCP VI")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0 shares.

SHARED VOTING POWER

SHARES 6

0 shares.

BENEFICIALLY SOLE DISPOSITIVE POWER

7

OWNED BY EACH 0 shares.

REPORTING

SHARED DISPOSITIVE POWER

PERSON 8

0 shares.

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 98936J101 13 G Page 3 of 20

1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI, L.P. ("BFF VI")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0 shares.

SHARED VOTING POWER

SHARES 6

0 shares.

BENEFICIALLY SOLE DISPOSITIVE POWER

7

OWNED BY EACH 0 shares.

REPORTING

SHARED DISPOSITIVE POWER

PERSON 8

0 shares.

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 98936J101 13 G Page 4 of 20

1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0 shares.

SHARED VOTING POWER

SHARES 6

0 shares.

BENEFICIALLY SOLE DISPOSITIVE POWER

7

OWNED BY EACH 0 shares.

REPORTING

SHARED DISPOSITIVE POWER

PERSON 8

0 shares.

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 98936J101 13 G Page 5 of 20

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. VI, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0 shares.

SHARED VOTING POWER

SHARES 6

0 shares.

BENEFICIALLY SOLE DISPOSITIVE POWER

7

OWNED BY EACH 0 shares.

REPORTING

SHARED DISPOSITIVE POWER

PERSON 8

0 shares.

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

OO

CUSIP NO. 98936J101 13 G Page 6 of 20

1 NAME OF REPORTING PERSON Alexandre Balkanski
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

	SOLE VOTING POWER
5	
NUMBER OF	170,505 shares
	SHARED VOTING POWER
6	
SHARES	0 shares.
	SOLE DISPOSITIVE POWER
7	
BENEFICIALLY	170,505 shares
OWNED BY EACH	

REPORTING	SHARED DISPOSITIVE POWER
8	
PERSON	0 shares.

WITH

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
	REPORTING PERSON	170,505
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	
10	EXCLUDES CERTAIN SHARES	..
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	

11		0.2%
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TYPE OF REPORTING PERSON

12		IN
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CUSIP NO. 98936J101 13 G Page 7 of 20

1 NAME OF REPORTING PERSON Matthew R. Cohler
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

	SOLE VOTING POWER
5	
NUMBER OF	191,683 shares
	SHARED VOTING POWER
6	
SHARES	0 shares.
	SOLE DISPOSITIVE POWER
7	
BENEFICIALLY	191,683 shares
OWNED BY EACH	

REPORTING	SHARED DISPOSITIVE POWER
8	
PERSON	0 shares.

WITH

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
	REPORTING PERSON	191,683
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	
10	EXCLUDES CERTAIN SHARES	..
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	

11		0.2%
----	--	------

TYPE OF REPORTING PERSON

12		IN
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CUSIP NO. 98936J101 13 G Page 8 of 20

1 NAME OF REPORTING PERSON Bruce W. Dunlevie
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

	SOLE VOTING POWER
5	
NUMBER OF	178,002 shares
	SHARED VOTING POWER
6	
SHARES	0 shares.
	SOLE DISPOSITIVE POWER
7	
BENEFICIALLY	178,002 shares
OWNED BY EACH	

REPORTING	SHARED DISPOSITIVE POWER
8	
PERSON	0 shares.

WITH

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
	REPORTING PERSON	178,002
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	

10	EXCLUDES CERTAIN SHARES	..
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	

11		0.2%
----	--	------

12	TYPE OF REPORTING PERSON	
		IN

CUSIP NO. 98936J101 13 G Page 9 of 20

1 NAME OF REPORTING PERSON Peter Fenton

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

SOLE VOTING POWER

5

NUMBER OF 446,556 shares

SHARED VOTING POWER

SHARES

6

0 shares.

BENEFICIALLY SOLE DISPOSITIVE POWER

7

OWNED BY EACH 446,556 shares

REPORTING

SHARED DISPOSITIVE POWER

PERSON

8

0 shares.

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

446,556

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.5%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 98936J101 13 G Page 10 of 20

1 NAME OF REPORTING PERSON J. William Gurley
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

SOLE VOTING POWER

5

NUMBER OF 53,214 shares

SHARED VOTING POWER

SHARES 6

0 shares.

BENEFICIALLY SOLE DISPOSITIVE POWER

7

OWNED BY EACH 53,214 shares

REPORTING

SHARED DISPOSITIVE POWER

PERSON 8

0 shares.

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON 53,214

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.1%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 98936J101 13 G Page 11 of 20

1 NAME OF REPORTING PERSON Kevin R. Harvey
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

	SOLE VOTING POWER
5	
NUMBER OF	187,466 shares
	SHARED VOTING POWER
6	
SHARES	0 shares.
	SOLE DISPOSITIVE POWER
7	
BENEFICIALLY	187,466 shares
OWNED BY EACH	

REPORTING	SHARED DISPOSITIVE POWER
8	
PERSON	0 shares.

WITH

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
	REPORTING PERSON	187,466
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	

10	EXCLUDES CERTAIN SHARES	..
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	

11		0.2%
	TYPE OF REPORTING PERSON	

12		IN
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CUSIP NO. 98936J101 13 G Page 12 of 20

1 NAME OF REPORTING PERSON Robert C. Kagle
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

	SOLE VOTING POWER
5	
NUMBER OF	198,163 shares
	SHARED VOTING POWER
6	
SHARES	0 shares.
	SOLE DISPOSITIVE POWER
7	
BENEFICIALLY	OWNED BY EACH
8	198,163 shares

REPORTING	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.

WITH

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
	REPORTING PERSON	198,163
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	

10	EXCLUDES CERTAIN SHARES	..
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.2%
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12	TYPE OF REPORTING PERSON	IN
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1 NAME OF REPORTING PERSON Mitchell H. Lasky

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

SOLE VOTING POWER

5

NUMBER OF 60,404 shares

SHARED VOTING POWER

SHARES

6

0 shares.

BENEFICIALLY SOLE DISPOSITIVE POWER

7

OWNED BY EACH 60,404 shares

REPORTING

SHARED DISPOSITIVE POWER

PERSON

8

0 shares.

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

60,404

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.1%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 98936J101 13 G Page 14 of 20

1 NAME OF REPORTING PERSON Steven M. Spurlock
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

SOLE VOTING POWER

5

NUMBER OF 17,513 shares

SHARED VOTING POWER

SHARES

6

0 shares.

BENEFICIALLY SOLE DISPOSITIVE POWER

7

OWNED BY EACH 17,513 shares

REPORTING

SHARED DISPOSITIVE POWER

PERSON

8

0 shares.

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH