

Zendesk, Inc.
Form 4
November 24, 2014

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 *
McDermott Adrian

(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)
11/20/2014

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)

SVP of Product Development

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	11/20/2014		M ⁽¹⁾		36,615	A	\$ 0.11	119,392	D	
Common Stock	11/20/2014		M ⁽¹⁾		13,000	A	\$ 6.24	132,392	D	
Common Stock	11/20/2014		M ⁽¹⁾		3,600	A	\$ 9.52	135,992	D	
Common Stock	11/20/2014		S ⁽¹⁾		53,215	D	\$ 25	82,777	D	
Common Stock	11/21/2014		M ⁽¹⁾		1,900	A	\$ 0.11	84,677	D	

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Common Stock	11/21/2014	<u>M</u> (1)	100	A	\$ 6.24	84,777	D
Common Stock	11/21/2014	<u>M</u> (1)	150	A	\$ 9.52	84,927	D
Common Stock	11/21/2014	<u>S</u> (1)	2,150	D	\$ 25	82,777	D

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

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 0.11	11/20/2014		<u>M</u> (1)	36,615	<u>(2)</u> 09/09/2020	Common Stock	36,615
Stock Option (Right to Buy)	\$ 6.24	11/20/2014		<u>M</u> (1)	13,000	<u>(3)</u> 05/03/2023	Common Stock	13,000
Stock Option (Right to Buy)	\$ 9.52	11/20/2014		<u>M</u> (1)	3,600	<u>(4)</u> 02/13/2024	Common Stock	3,600
Stock Option (Right to Buy)	\$ 0.11	11/21/2014		<u>M</u> (1)	1,900	<u>(2)</u> 09/09/2020	Common Stock	1,900
Stock Option (Right to Buy)	\$ 6.24	11/21/2014		<u>M</u> (1)	100	<u>(3)</u> 05/03/2023	Common Stock	100

Stock									
Option	\$ 9.52	11/21/2014		M ⁽¹⁾	150	⁽⁴⁾	02/13/2024	Common	150
(Right to Buy)								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDermott Adrian 1019 MARKET STREET SAN FRANCISCO, CA 94103			SVP of Product Development	

Signatures

/s/ John Geschke, Attorney-in-Fact for Adrian McDermott	11/24/2014
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 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 transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

1/4th of the shares subject to the option vested on July 26, 2011 and 1/48th of the shares subject to the option shall vest monthly

(2) 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.

(3) The option is immediately exercisable as of the grant date. 1/60th of the shares vest monthly after the vesting commencement date of April 23, 2013, 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. Unvested shares exercised are subject to a right of repurchase in favor of the Issuer should the Reporting Person cease to provide continuous service.

(4) The option is immediately exercisable as of the grant date. 1/60th of the shares vest monthly after the vesting commencement date of February 13, 2014, 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. Unvested shares exercised are subject to a right of repurchase in favor of the Issuer should the Reporting Person cease to provide continuous service.

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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