

Geschke John  
 Form 4  
 February 22, 2019

**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 \*  
 Geschke John

2. Issuer Name and Ticker or Trading Symbol  
 Zendesk, Inc. [ZEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/20/2019

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

CLO and SVP Administration

1019 MARKET STREET

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

**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	02/20/2019		M <sup>(1)</sup>	17,000 A	\$ 9.52 38,194	D	
Common Stock	02/20/2019		S <sup>(1)</sup>	7,831 D	\$ 77.4361 30,363 <sup>(2)</sup>	D	
Common Stock	02/20/2019		S <sup>(1)</sup>	4,533 D	\$ 78.6177 25,830 <sup>(3)</sup>	D	
Common Stock	02/20/2019		S <sup>(1)</sup>	4,636 D	\$ 79.3607 21,194 <sup>(4)</sup>	D	

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Common Stock	02/20/2019	S <sup>(1)</sup>	1,079	D	\$ 77.4686	20,115	D
					(5)		
Common Stock	02/20/2019	S <sup>(1)</sup>	651	D	\$ 78.5381	19,464	D
					(3)		
Common Stock	02/20/2019	S <sup>(1)</sup>	611	D	\$ 79.3592	18,853	D
					(6)		

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	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option (Right to Buy)	\$ 9.52	02/20/2019		M <sup>(1)</sup>	17,000	(7)	02/13/2024	Common Stock	17,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Geschke John  
1019 MARKET STREET  
SAN FRANCISCO, CA 94103

CLO and SVP Administration

## Signatures

/s/ Hasani Caraway, Attorney-in-Fact for John Geschke

02/22/2019

\*\*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 John Geschke on December 12, 2018.

This sale price represents the weighted average sale price of the shares sold ranging from \$77.01 to \$77.93 per share. Upon request by the

(2) 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 \$78.06 to \$79.00 per share. Upon request by the

(3) 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 \$79.06 to \$79.63 per share. Upon request by the

(4) 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 \$77.01 to \$77.88 per share. Upon request by the

(5) 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 \$79.20 to \$79.50 per share. Upon request by the

(6) 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.

The option is early exercisable. 1/60th of the shares vest monthly after the vesting commencement date of February 13, 2014, subject to

(7) 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.

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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