

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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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

(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)
 02/20/2019

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)

CLO and SVP Administration

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

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

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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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) | \$ 9.52 | 02/20/2019 | | M ⁽¹⁾ | 17,000 | <u>(7)</u> | 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.

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.