

Titterton Jeffrey J
 Form 4
 May 17, 2018

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 *
 Titterton Jeffrey J

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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

1019 MARKET STREET

05/15/2018

SVP, Marketing

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/15/2018		M		15,000	A	Ⓛ 15,958 ⁽²⁾
Common Stock	05/15/2018		F		5,179 ⁽³⁾	D	\$ 55 10,779
Common Stock	05/15/2018		M		1,166	A	Ⓛ 11,945
Common Stock	05/15/2018		F		404 ⁽³⁾	D	\$ 55 11,541
Common Stock	05/15/2018		M		233	A	Ⓛ 11,774

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Common Stock 05/15/2018 F 81 ⁽³⁾ D \$ 55 11,693 D

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

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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)	Amount or Number of Shares
					V	(A) (D)			
Restricted Stock Unit	<u>(1)</u>	05/15/2018		M		15,000	<u>(4)</u> 08/01/2024	Common Stock	15,000
Restricted Stock Unit	<u>(1)</u>	05/15/2018		M		1,166	<u>(5)</u> 02/08/2025	Common Stock	1,166
Restricted Stock Unit	<u>(1)</u>	05/15/2018		M		233	<u>(6)</u> 02/08/2025	Common Stock	233

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Titterton Jeffrey J 1019 MARKET STREET SAN FRANCISCO, CA 94103			SVP, Marketing	

Signatures

/s/ Hasani Caraway via Power-of-Attorney for Jeff J. Titterton 05/16/2018

****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) Restricted stock units convert into common stock on a one-for-one basis.

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- (2) Includes 958 shares acquired by the Reporting Person on May 14, 2018 pursuant to the Issuer's Employee Stock Purchase Plan in a transaction exempt under Rule 16b-3(c).

- (3) Represents the number of shares withheld by the Issuer in satisfaction of tax withholding obligations in connection with the vesting of the restricted stock units listed in Table II. Such withholding is mandated by an election of the Issuer made in advance and does not represent a discretionary trade by the Reporting Person.

- (4) 1/4th of the shares issuable pursuant to the restricted stock units shall vest one year after the vesting commencement date of May 15, 2017 and an additional 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month 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.
- (5) Restricted stock units vests ratably monthly over 48 months from vesting commencement date of January 15, 2018 subject to cliff vesting for all months prior to the one year anniversary of May 15, 2017.
- (6) Restricted stock units vests ratably monthly over 12 months from vesting commencement date of January 15, 2018 subject to cliff vesting for all months prior to the one year anniversary of May 15, 2017.

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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