

Geschke John
 Form 4
 April 17, 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)
 04/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CLO and SVP Administration

6. Individual or Joint/Group Filing (Check Applicable Line)

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	04/15/2019		M		306 A <u>1</u>	19,705	D
Common Stock	04/15/2019		F		152 <u>2</u> D \$ 83.2	19,553	D
Common Stock	04/15/2019		M		196 A <u>1</u>	19,749	D
Common Stock	04/15/2019		F		98 <u>2</u> D \$ 83.2	19,651	D
Common Stock	04/15/2019		M		200 A <u>1</u>	19,851	D

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Common Stock	04/15/2019	F	100 ⁽²⁾	D	\$ 83.2	19,751	D
Common Stock	04/15/2019	M	386	A	<u>(1)</u>	20,137	D
Common Stock	04/15/2019	F	192 ⁽²⁾	D	\$ 83.2	19,945	D
Common Stock	04/15/2019	M ⁽³⁾	2,500	A	\$ 9.52	22,445	D
Common Stock	04/15/2019	S ⁽³⁾	2,242	D	\$ 83.3137 <u>(4)</u>	20,203	D
Common Stock	04/15/2019	S ⁽³⁾	258	D	\$ 84.0292 <u>(5)</u>	19,945	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 (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
Restricted Stock Unit	<u>(1)</u>	04/15/2019		M	306	<u>(6)</u> 02/07/2026	Common Stock	306
Restricted Stock Unit	<u>(1)</u>	04/15/2019		M	196	<u>(7)</u> 05/06/2023	Common Stock	196
Restricted Stock Unit	<u>(1)</u>	04/15/2019		M	200	<u>(8)</u> 05/09/2024	Common Stock	200
Restricted Stock Unit	<u>(1)</u>	04/15/2019		M	386	<u>(9)</u> 02/08/2025	Common Stock	386
	\$ 9.52	04/15/2019		M ⁽³⁾	2,500	<u>(10)</u> 02/13/2024		2,500

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