

Zendesk, Inc.
Form 4
February 19, 2015

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 *
Charles River XIII GP, LLC

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)
02/18/2015

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

C/O CHARLES RIVER VENTURES, ONE BROADWAY, 15TH FLOOR

(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

CAMBRIDGE, MA 02142

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 02/18/2015 | | J ⁽¹⁾ | 1,400,000 | D | \$ 0 | 11,776,373 <u>(2)</u> | I | See footnotes <u>(3)</u> <u>(4)</u> |
| Common Stock | 02/18/2015 | | J ⁽⁵⁾ | 39,295 | D | \$ 0 | 11,737,078 <u>(7)</u> | I | See footnote <u>(4)</u> <u>(6)</u> |

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

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number.

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Charles River XIII GP, LLC C/O CHARLES RIVER VENTURES ONE BROADWAY, 15TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| Charles River XIII GP, LP C/O CHARLES RIVER VENTURES ONE BROADWAY, 15TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| Charles River Partnership XIII, LP C/O CHARLES RIVER VENTURES ONE BROADWAY, 15TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| Charles River Friends XIII-A LP C/O CHARLES RIVER VENTURES ONE BROADWAY, 15TH FLOOR CAMBRIDGE, MA 02142 | | X | | |

Signatures

/s/ Adam J. Amero as Attorney-in-Fact for Charles River XIII GP, LLC 02/19/2015
 **Signature of Reporting Person Date

/s/ Adam J. Amero as Attorney-in-Fact for Charles River XIII GP, LP 02/19/2015
 **Signature of Reporting Person Date

02/19/2015

/s/ Adam J. Amero as Attorney-in-Fact for Charles River Partnership
XIII, LP

__Signature of Reporting Person

Date

/s/ Adam J. Amero as Attorney-in-Fact for Charles River Friends XIII-A,
LP

02/19/2015

__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) Represents a pro rata distribution from Charles River Partnership XIII, LP ("CRP XIII LP") to its partners for no consideration. Of the 1,400,000 shares distributed, 366,844 shares were distributed to Charles River XIII GP, LP, ("CR XIII GP LP"), which is the general partner of CRP XIII LP, and these shares were then further distributed on a pro rata basis for no consideration to the partners of CR XIII GP LP. Of the 366,844 shares distributed by CR XIII GP LP, 25 shares were received by Charles River XIII GP, LLC ("CR XIII GP LLC") which is the general partner of CR XIII GP LP. CR XIII GP LLC then distributed these 25 shares on a pro rata basis for no consideration to its members.

(2) The number of shares owned after the distribution includes 11,416,636 shares held by CRP XIII LP and 359,737 shares held by Charles River Friends XIII-A, LP ("CRF XIII-A").

(3) The pro rata distribution from CRP XIII LP to its partners, and from one partner to another partner as general partner or member of the distributing partner, reflects a change in form of beneficial ownership only of the ultimate partner, and does not reflect a change in such ultimate partner's pecuniary interest in the securities reported herein.

(4) CR XIII GP LP is the general partner of CRP XIII LP. CR XIII GP LLC is the general partner of both CRF XIII-A and CR XIII GP, LP. Each reporting person may be deemed to beneficially own the reported securities, but each disclaims beneficial ownership of such reported securities except to the extent of its pecuniary interest therein. The filing of this statement by any reporting person shall not be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement.

(5) Represents a pro rata distribution from CRF XIII-A to its partners for no consideration. Of the 39,295 shares distributed, 0 shares were distributed to CR XIII GP LLC which is the general partner of CRF XIII-A.

(6) The pro rata distribution from CRF XIII-A to its partners, and from one partner to another partner as general partner or member of the distributing partner, reflects a change in form of beneficial ownership only of the ultimate partner, and does not reflect a change in such ultimate partner's pecuniary interest in the securities reported herein.

(7) The number of shares owned after the distribution includes 11,416,636 shares held by CRP XIII LP and 320,442 shares held by CRF XIII-A.

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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