Zendesk, Inc. Form 4 May 27, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---|--|--|--|
| Zendesk, Inc. [ZEN] | (Check all applicable) | | | |
| 3. Date of Earliest Transaction | | | | |
| (Month/Day/Year) 05/18/2015 | Director X 10% Owner Officer (give title below) Other (specify below) | | | |
| 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | Symbol Zendesk, Inc. [ZEN] 3. Date of Earliest Transaction (Month/Day/Year) 05/18/2015 4. If Amendment, Date Original | | | |

WOODSIDE, CA 94062

05/21/2015

Stock

| W O O D D I D | Person | | | | | | erson | | |
|--------------------------------------|---|---|--|---------------------------------------|---------|-----------------------------|--|--|---|
| (City) | (State) | (Zip) Tab | ole I - Non- | Derivative | Secu | rities Acquii | red, Disposed of, | or Beneficiall | y Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securit or Dispos (Instr. 3, | ed of (| ` ′ | 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 | 05/18/2015 | | S | 16,289 | D | \$ 21.7474 <u>(1)</u> | 65,157 | I | See footnote (2) |
| Common Stock | 05/19/2015 | | S | 16,289 | D | \$ 22.3937 (3) | 48,868 | I | See footnote (2) |
| Common Stock | 05/20/2015 | | S | 16,289 | D | \$ 22.4989 (4) | 32,579 | I | See footnote (2) |
| Common | 05/21/2015 | | C | 16 290 | D | \$ | 16 200 | ī | See |

16,289 D

22.7124 16,290

(5)

I

S

footnote

Edgar Filing: Zendesk, Inc. - Form 4

| Common Stock | 05/22/2015 | S | 16,290 | D | \$ 22.6703 (6) | 0 | I | See footnote (2) |
|-----------------|------------|---|--------|---|----------------------|-----------|---|------------------|
| Common Stock | | | | | | 8,771,173 | I | See footnote (7) |

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr. | ctio 8) | 5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Titl Amou Under Secur (Instr. | int of lying | 8. Price of Derivative Security (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 | | | |
| Cohler Matt 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | | | | |

Signatures

/s/ Steven M. Spurlock, Authorized Signatory 05/27/2015

**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).

Reporting Owners 2

Edgar Filing: Zendesk, Inc. - Form 4

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.41 to \$22.14 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4
- (2) Shares are owned directly by Matthew R. Cohler's family trust.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.06 to \$22.63 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.80 to \$22.685 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.55 to \$22.81 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.51 to \$22.83 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4
- Shares held of record by Benchmark Capital Partners VI, L.P. ("BCP VI"), as nominee for BCP VI, Benchmark Founders' Fund VI,

 L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF IV-B") and related persons. Benchmark Capital Management Co. VI,

 L.L.C. ("BCMC VI"), the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over such shares.

Remarks:

Matt Cohler is a managing member of BCMC VI, which serves as general partner to BCP VI, BFF VI and BFF VI-B, and may

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.