

Zendesk, Inc.
Form 4
January 28, 2015

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 *
BLACK ALAN J

(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)
01/26/2015

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)
SVP and CFO

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				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	01/23/2015		G	V	3,646	D	\$ 0	288,715	D	
Common Stock	01/23/2015		G	V	3,646	A	\$ 0	224,362	I	Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD.

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Common Stock	01/26/2015	<u>S⁽¹⁾</u>	5,100	D	\$ 24,4407 <u>(2)</u>	219,262	I	November 26, 2001 Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD. November 26, 2001
Common Stock	01/26/2015	<u>S⁽¹⁾</u>	900	D	\$ 25.2884 <u>(3)</u>	218,362	I	Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD. November 26, 2001
Common Stock	01/26/2015	<u>S⁽¹⁾</u>	1,700	D	\$ 24.4635 <u>(4)</u>	58,300	I	By Black 2013 Family Heritage Trust
Common Stock	01/26/2015	<u>S⁽¹⁾</u>	300	D	\$ 25.1867 <u>(5)</u>	58,000	I	By Black 2013 Family Heritage Trust
Common Stock	01/26/2015	<u>S⁽¹⁾</u>	1,800	D	\$ 24.4794 <u>(6)</u>	58,200	I	By Black 2014 Family Heritage Trust
Common Stock	01/26/2015	<u>S⁽¹⁾</u>	200	D	\$ 25.26	58,000	I	By Black 2014 Family Heritage Trust

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This sale price represents the weighted average sale price of the shares sold ranging from \$24.04 to \$24.85 per share. Upon request by the 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.

- (5) This sale price represents the weighted average sale price of the shares sold ranging from \$25.04 to \$25.26 per share. Upon request by the 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.

- (6) This sale price represents the weighted average sale price of the shares sold ranging from \$24.08 to \$24.84 per share. Upon request by the 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.

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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