

ZENDESK, INC.
Reported by
YELLURKAR DEVDUTT

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/03/15 for the Period Ending 06/01/15

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Symbol ZEN
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FORM 4

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Yellurkar Devdutt			Zendesk, Inc. [ZEN]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O CHARLES RIVER VENTURES, ONE BROADWAY, 15TH FLOOR			6/1/2015			
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
CAMBRIDGE, MA 02142					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
Common Stock	6/1/2015		J (1)	3000000 D \$0	8539104 (2)	I	See footnote (3) (4) (7)
Common Stock	6/2/2015		S (5)	84204 D \$22.061 (8)	8454900 (6)	I	See footnote (4) (7)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares				

Explanation of Responses:

- Represents a pro rata distribution from Charles River Partnership XIII, LP ("CRP XIII LP") to its partners for no consideration. Of the 3,000,000 shares distributed, 786,095 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, including 111,296 shares distributed to the Reporting Person. Of the 786,095 shares distributed by CR XIII GP LP, 53 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 53 shares on a pro rata basis for no consideration to its members. As a member of CR XIII GP LLC, the Reporting Person received 0 shares as a result of such distribution in accordance with his respective interest in CR XIII GP LLC.
- The number of shares owned after the distribution includes 8,027,557 shares held by CRP XIII LP, 309,521 shares held by Charles River Friends XIII-A, LP ("CRF XIII-A"), and 202,026 shares held by the Reporting Person.
- 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) Sale by CRF XIII-A LP.
- (6) The number of shares owned after the sale includes 8,027,557 shares held by CRP XIII LP, 225,317 shares held by CRF XIII-A, and 202,026 shares held by the Reporting Person.
- (7) Except as set forth in footnotes 2 and 6, these shares are held directly by CRP XIII LP and CRF XIII-A. Devdutt Yellurkar is a managing member of CR XIII GP LLC, the ultimate general partner of CRP XIII LP and the general partner of CRF XIII-A and may be deemed to hold voting and dispositive power over the shares. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$22.19, 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 ranges set forth in this footnote.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yellurkar Devdutt C/O CHARLES RIVER VENTURES ONE BROADWAY, 15TH FLOOR CAMBRIDGE, MA 02142		X		

Signatures

/s/ Adam J. Amero as Attorney-in-Fact for Devdutt Yellurkar

6/3/2015

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Adam J. Amero, Vita Spakevicius, Cindy Demeo, Joseph Defilippi, Howard J. Beber and Brian S. Schwartz, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigned's individual capacity and/or as an officer and/or General Partner of any of the Charles River Ventures entities (the "CRV Entities"), any forms and/or documents to be filed with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and/or documents with the SEC and any stock exchange or similar authority; and
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present,

with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with any of the relevant rules and regulations of the SEC.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of November, 2014.

/s/ Devdutt Yellurkar