

**ZENDESK, INC.**  
Reported by  
**MCDERMOTT ADRIAN**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 04/01/15 for the Period Ending 03/30/15

Address 1019 MARKET STREET  
SAN FRANCISCO, CA 94103  
Telephone (415) 418-7506  
CIK 0001463172  
Symbol ZEN  
SIC Code 7374 - Computer Processing and Data Preparation and Processing Services  
Fiscal Year 12/31

# FORM 4

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

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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  
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)
<b>McDermott Adrian</b>	<b>Zendesk, Inc. [ ZEN ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP of Product Development</b>
(Last) (First) (Middle) <b>1019 MARKET STREET</b>	3. Date of Earliest Transaction (MM/DD/YYYY) <b>3/30/2015</b>	
(Street) <b>SAN FRANCISCO, CA 94103</b>	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <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)
			Code V	Amount (A) or (D) Price			
Common Stock	3/30/2015		M (1)	9116 A \$11	93534	D	
Common Stock	3/30/2015		S (1)	9116 D \$22.692 (2)	84418	D	

**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				
Stock Option (Right to Buy)	\$11	3/30/2015		M (1)	9116	(3) 9/9/2020	Common Stock 9116	\$0	207482	D	

### Explanation of Responses:

- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (2) This sale price represents the weighted average sale price of the shares sold ranging from \$22.30 to \$22.84 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.
- (3) 1/4th of the shares subject to the option vested on July 26, 2011 and 1/48th of the shares subject to the option shall vest monthly thereafter, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of certain events.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>McDermott Adrian</b> <b>1019 MARKET STREET</b> <b>SAN FRANCISCO, CA 94103</b>			<b>SVP of Product Development</b>	

**Signatures**/s/ John Geschke, Attorney-in-Fact for Adrian McDermott4/1/2015

\*\* 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.

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