

ZENDESK, INC.
Reported by
BALKANSKI ALEXANDRE

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 05/14/14 for the Period Ending 05/14/14

Address	989 MARKET STREET, SUITE 300 SAN FRANCISCO, CA 94103
Telephone	(415) 418-7506
CIK	0001463172
Symbol	ZEN
Fiscal Year	12/31

FORM 3

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

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INITIAL STATEMENT OF 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 * Benchmark Capital Management Co. VI, L.L.C.	2. Date of Event Requiring Statement (MM/DD/YYYY) 5/14/2014	3. Issuer Name and Ticker or Trading Symbol Zendesk, Inc. [ZEN]
(Last) (First) (Middle) 2965 WOODSIDE ROAD,	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) WOODSIDE, CA 94062	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Common Stock	(1)	(1)	Series A Common Stock	47073	(1)	I	By Benchmark Capital Partners VI, L.P (2)
Series B Preferred Stock	(3)	(3)	Series A Common Stock	9857428	(3)	I	Benchmark Capital Partners VI, L.P. (2)
Series C Preferred Stock	(3)	(3)	Series A Common Stock	773984	(3)	I	Benchmark Capital Partners VI, L.P. (2)
Series D Preferred Stock	(3)	(3)	Series A Common Stock	50482	(3)	I	Benchmark Capital Partners VI, L.P. (2)

Explanation of Responses:

- (1) Each share of Series B Common Stock automatically converts into Series A Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date nor conversion price.
- (2) 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., 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.
- (3) Each share of Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock automatically converts into Series A Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date nor conversion price.

Remarks:

Alexandre Balkanski, Matthew R.Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert Kagle, Mitchell H. Lasky and Steven M. Spurlock are the managing members of Benchmark Capital Management Co. VI, L.L.C., which serves as general partner to Benchmark Capital Partners VI, L.P., Benchmark Founders' Fund VI, L.P. and Benchmark Founders' Fund VI-B, L.P., and may be deemed to share voting and investment power over the shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's or entity's pecuniary interest in such securities). *This report is one of three reports, each on a separate Form 3, but relating to the same transaction being filed by entities affiliated with Benchmark Capital and their applicable member*.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benchmark Capital Management Co. VI, L.L.C. 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
BENCHMARK CAPITAL PARTNERS VI LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
BENCHMARK FOUNDERS FUND VI LP C/O BENCHMARK CAPITAL 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
Benchmark Founders Fund VI-B, L.P. C/O BENCHMARK CAPITAL 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
BALKANSKI ALEXANDRE C/O BENCHMARK CAPITAL 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
Cohler Matt C/O BENCHMARK CAPITAL 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
DUNLEVIE BRUCE C/O BENCHMARK CAPITAL 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
GURLEY J WILLIAM C/O BENCHMARK CAPITAL 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		

Signatures

Benchmark Capital Management Co. VI, L.L.C. /s/ Steven M. Spurlock, Managing Member

5/14/2014

Benchmark Capital Partners VI, L.P., by Benchmark Capital Management Co. VI, L.L.C., its general partner /s/ Steven M. Spurlock, Managing Member	5/14/2014
** Signature of Reporting Person	Date
Benchmark Founders' Fund VI LP, by Benchmark Capital Management Co. VI, L.L.C., its general partner /s/ Steven M. Spurlock, Managing Member	5/14/2014
** Signature of Reporting Person	Date
Benchmark Founders Fund VI-B, L.P., by Benchmark Capital Management Co. VI, L.L.C., its general partner /s/ Steven M. Spurlock, Managing Member	5/14/2014
** Signature of Reporting Person	Date
/s/ Steven M. Spurlock, Designated Filer and Authorized Signatory	5/14/2014
** Signature of Reporting Person	Date
/s/ Steven M. Spurlock, Designated Filer and Authorized Signatory	5/14/2014
** Signature of Reporting Person	Date
/s/ Steven M. Spurlock, Designated Filer and Authorized Signatory	5/14/2014
** Signature of Reporting Person	Date
/s/ Steven M. Spurlock, Designated Filer and Authorized Signatory	5/14/2014
** 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 5(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.

AGREEMENT TO FILE JOINTLY AND STATEMENT APPOINTING DESIGNATED FILER AND AUTHORIZED SIGNATORY

Each of the undersigned entities and individuals (collectively, the "Reporting Persons") hereby authorizes and designates Benchmark Capital Management Co. VI, L.L.C. or such other person or entity as is designated in writing by Steven M. Spurlock (the "Designated Filer") as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act"), the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") or any other state or federal agency (collectively, the "Reports") with respect to the Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "Companies").

Each Reporting Person hereby further authorizes and designates Steven M. Spurlock (the "Authorized Signatory") to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted. The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with the Act or the Exchange Act.

March 21, 2013

BENCHMARK CAPITAL MANAGEMENT CO. VI, L.L.C., a Delaware Limited Liability Company

/s/ Steven M. Spurlock, Managing Member

*BENCHMARK CAPITAL PARTNERS VI, L.P.,
a Delaware Limited Partnership*

**By: Benchmark Capital Management Co. VI, L.L.C.,
a Delaware Limited Liability Company,
Its General Partner**

/s/ Steven M. Spurlock, Managing Member

*BENCHMARK FOUNDERS' FUND VI, L.P.,
a Delaware Limited Partnership*

**By: Benchmark Capital Management Co. VI, L.L.C.,
a Delaware Limited Liability Company,
Its General Partner**

/s/ Steven M. Spurlock, Managing Member

*BENCHMARK FOUNDERS' FUND VI-B, L.P.,
a Delaware Limited Partnership*

**By: Benchmark Capital Management Co. VI, L.L.C.,
a Delaware Limited Liability Company,
Its General Partner**

/s/ Steven M. Spurlock, Managing Member

*/s/ Alexandre Balkanski
/s/ Bruce W. Dunlevie
/s/ J. William Gurley
/s/ Kevin R. Harvey
/s/ Robert C. Kagle
/s/ Mitchell H. Lasky
/s/ Peter H. Fenton
/s/ Matthew R. Cohler*