Geschke John Form 4 December 13, 2018

FORM 4

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

Check this box if no longer

subject to Section 16.

Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

OMB APPROVAL

OMB Number:

3235-0287

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January 31, 2005

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1. Name and Address of Reporting Person * Geschke John			2. Issuer Name and Ticker or Trading Symbol Zendesk, Inc. [ZEN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	()			
1019 MARKET STREET			(Month/Day/Year) 12/12/2018	Director 10% Owner _X_ Officer (give title Other (specify below) CLO and SVP Administration			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN FRANCISCO, CA 94103				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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Form: Beneficial Direct (D) Ownership or Indirect (I) (Instr. 4)		
Common Stock	12/12/2018		Code V M(1)	7,000	(D)	Price \$ 9.52	26,071	D		
Common Stock	12/12/2018		S(1)	559	D	\$ 60.0857 (2)	25,512	D		
Common Stock	12/12/2018		S <u>(1)</u>	3,753	D	\$ 61.0666 (3)	21,759	D		
Common Stock	12/12/2018		S <u>(1)</u>	2,466	D	\$ 62.0059	19,293	D		

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Common Stock 12/12/2018

 $S_{(1)}^{(1)}$ 222 D \$ 62.65 19,071

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

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SEC 1474 (9-02)

(In

D

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. Transaction Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 9.52	12/12/2018		M <u>(1)</u>	7,000	<u>(5)</u>	02/13/2024	Common Stock	7,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Geschke John

1019 MARKET STREET CLO and SVP Administration SAN FRANCISCO, CA 94103

Signatures

/s/ Hasani Caraway, Attorney-in-Fact for John Geschke 12/13/2018

**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).
- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by John Geschke on September 13, 2018.

(2)

Reporting Owners 2

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This sale price represents the weighted average sale price of the shares sold ranging from \$59.56 to \$60.55 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.

- This sale price represents the weighted average sale price of the shares sold ranging from \$60.5750 to \$61.55 per share. Upon request by (3) 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.
- This sale price represents the weighted average sale price of the shares sold ranging from \$61.65 to \$62.29 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.
- The option is early exercisable. 1/60th of the shares vest monthly after the vesting commencement date of February 13, 2014, subject to (5) 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.

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.