

Zendesk, Inc.
Form 3
November 05, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Kleha Amanda</p> <p>(Last) (First) (Middle)</p> <p>1019 MARKET STREET</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94103</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/28/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Zendesk, Inc. [ZEN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP Velocity Bus.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

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) |
|------------------------------------|--|---|--|
| Common Stock | 5,677 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 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 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Restricted Stock Unit | Â (1) | 02/05/2022 | Common Stock | 11,667 | \$ (2) | D | Â |
| Stock Option (Right to Buy) | Â (3) | 10/01/2019 | Common Stock | 56,750 | \$ 0.09 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 11/09/2021 | Common Stock | 2,292 | \$ 0.61 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 05/03/2023 | Common Stock | 50,000 | \$ 6.24 | D | Â |
| Stock Option (Right to Buy) | Â (6) | 02/13/2024 | Common Stock | 17,709 | \$ 9.52 | D | Â |
| Stock Option (Right to Buy) | Â (7) | 09/04/2024 | Common Stock | 50,000 | \$ 24.89 | D | Â |
| Stock Option (Right to Buy) | Â (8) | 02/05/2025 | Common Stock | 80,000 | \$ 24.77 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kleha Amanda 1019 MARKET STREET SAN FRANCISCO, CA 94103 | Â | Â | Â SVP Velocity Bus. | Â |

Signatures

/s/ John Geschke, Attorney-in-Fact for Amanda Kleha 11/05/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- The grant of restricted stock units, originally representing 14,000 units, vests as to 1/48th of the shares monthly after the vesting commencement date of February 15, 2015, 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.
- (1) Restricted stock units convert into common stock on a one-for-one basis.
 - (2) The option, originally representing a right to buy a total of 160,000 shares, was immediately exercisable as of the grant date, and vested over four years from October 13, 2009.
 - (3) The option, originally representing a right to buy a total of 10,000 shares, was immediately exercisable as of the grant date. 25% of the shares vested on November 9, 2012, and the remainder vests monthly until November 9, 2015, 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.
 - (4) The option, originally representing a right to buy a total of 100,000 shares, was immediately exercisable as of the grant date. 1/48th of the shares vest monthly after the vesting commencement date of April 23, 2013, 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.

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The option, originally representing a right to buy a total of 25,000 shares, was immediately exercisable as of the grant date. 1/48th of the

(6) shares vest monthly after the vesting commencement date of February 13, 2014, 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.

1/48th of the shares subject to the option shall vest and become exercisable monthly after the vesting commencement date of July 22,

(7) 2014, 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.

1/48th of the shares subject to the option shall vest and become exercisable monthly after the vesting commencement date of February 5,

(8) 2015, 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.

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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