

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)

1. Name and Address of Reporting
Person *

Kleha Amanda

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/28/2015

3. Issuer Name **and** Ticker or Trading Symbol
Zendesk, Inc. [ZEN]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

1019 MARKET STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP Velocity Bus.

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

SAN

FRANCISCO, CA 94103

(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)

Common Stock

5,677

D

A

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

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)

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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.
- (5)

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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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