

Titterton Jeffrey J
 Form 3/A
 February 12, 2018

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Titterton Jeffrey J | | (Month/Day/Year) | Zendesk, Inc. [ZEN] | |
| (Last) | (First) | (Middle) | 02/01/2018 | |
| 1019 MARKET STREET | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | (Check all applicable) | | |
| SAN FRANCISCO, CA 94103 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Marketing | | |
| (City) | | (State) | | (Zip) |
| | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | 02/08/2018 | | |
| | | 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 | | |

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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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.

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 (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

| | | | | | | | |
|-----------------------------|-------|------------|--------------|--------|----------|---|---|
| Stock Option (Right to Buy) | Â (1) | 05/16/2027 | Common Stock | 70,000 | \$ 27.34 | D | Â |
| Restricted Stock Unit | Â (2) | 08/01/2024 | Common Stock | 60,000 | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Titterton Jeffrey J 1019 MARKET STREET SAN FRANCISCO, CA 94103 | Â | Â | Â SVP, Marketing | Â |

Signatures

/s/ Hasani Caraway via Power-of-Attorney for Jeff J. Titterton 02/12/2018

__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).
- (1) 1/4th of the shares issuable pursuant to the option shall vest one year after the vesting commencement date of May 15, 2017 and an additional 1/48th of the shares issuable pursuant to the option shall vest each month 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.
- (2) 1/4th of the shares issuable pursuant to the restricted stock units shall vest one year after the vesting commencement date of May 15, 2017 and an additional 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month 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.
- (3) Restricted stock units convert into common stock on a one-for-one basis.

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Remarks:

Exhibit 24 - Power of Attorney - This Amendment is being filed to attach the Reporting Person's

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.