

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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 * |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                                                                                                                                        |  |  |
| <b>Johnson InaMarie</b>                   |  |  | <b>Zendesk, Inc. [ ZEN ]</b>                      |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief People &amp; Diversity Off.</b> |  |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |                                                                                                                                                                                                                                   |  |  |
| <b>989 MARKET STREET</b>                  |  |  | <b>12/15/2020</b>                                 |  |  |                                                                                                                                                                                                                                   |  |  |
| (Street)                                  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                                                                       |  |  |
| <b>SAN FRANCISCO, CA 94103</b>            |  |  |                                                   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |          | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|----------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price    |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 12/15/2020     |                                         | M                            |   | 271                                                                     | A             | (1)      | 17859                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 12/15/2020     |                                         | F                            |   | 135 (2)                                                                 | D             | \$137.30 | 17724                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 12/15/2020     |                                         | M                            |   | 238                                                                     | A             | (1)      | 17962                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 12/15/2020     |                                         | F                            |   | 119 (2)                                                                 | D             | \$137.30 | 17843                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 12/15/2020     |                                         | M                            |   | 1146                                                                    | A             | (1)      | 18989                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 12/15/2020     |                                         | F                            |   | 569 (2)                                                                 | D             | \$137.30 | 18420                                                                                               | D                                                                       |                                                                   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|-------------------------------------------------------------------------------------------------------|-----|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                |                                                                    |                   |                                         | Code                            | V | (A)                                                                                                   | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Restricted Stock<br>Unit                       | (1)                                                                | 12/15/2020        |                                         | M                               |   | 271                                                                                                   | (3) | 2/7/2026                                   | Common<br>Stock    | 271.0                                                                                      | \$0                              | 6771                                                | D                                                                                                                          |                                                                                                       |                                                                    |
| Restricted Stock<br>Unit                       | (1)                                                                | 12/15/2020        |                                         | M                               |   | 238                                                                                                   | (4) | 2/10/2027                                  | Common<br>Stock    | 238.0                                                                                      | \$0                              | 9040                                                | D                                                                                                                          |                                                                                                       |                                                                    |
| Restricted Stock<br>Unit                       | (1)                                                                | 12/15/2020        |                                         | M                               |   | 1146                                                                                                  | (5) | 7/27/2025                                  | Common<br>Stock    | 1146.0                                                                                     | \$0                              | 20626                                               | D                                                                                                                          |                                                                                                       |                                                                    |

### Explanation of Responses:

- Restricted stock units convert into common stock on a one-for-one basis.
- Represents the number of shares withheld by the Issuer in satisfaction of tax withholding obligations in connection with the vesting of the restricted stock units listed in Table II. Such withholding is mandated by an election of the Issuer made in advance and does not represent a discretionary trade by the Reporting Person.
- Restricted stock units vests ratably monthly over 48 months from vesting commencement date of January 15, 2019 subject to cliff vesting for all months prior to the one year anniversary of June 11, 2018.
- 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of February 15, 2020, 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.
- 1/4th of the shares issuable pursuant to the restricted stock units shall vest one year after the vesting commencement date of June 15, 2018 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.

### Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                                          |       |
|---------------------------------------------------------------------------------------|---------------|-----------|------------------------------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer                                  | Other |
| <b>Johnson InaMarie</b><br><b>989 MARKET STREET</b><br><b>SAN FRANCISCO, CA 94103</b> |               |           | <b>Chief People &amp; Diversity Off.</b> |       |

**Signatures**

/s/ Steven Chen via Power-of-Attorney for InaMarie Johnson

12/17/2020

<sup>\*\*</sup>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 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).

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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