

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 9, 2020**

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**ZENDESK, INC.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36456**  
(Commission  
File Number)

**26-4411091**  
(IRS Employer  
Identification No.)

**1019 Market Street**  
**San Francisco, California**  
(Address of Principal Executive Offices)

**94103**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 415-418-7506**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	ZEN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 9, 2020, John T. Keiser notified Zendesk, Inc. (the “Company”) of his intention to resign from his position as Chief Operating Officer of the Company, effective on or about June 30, 2020, to pursue a chief executive officer opportunity. Mr. Keiser’s decision to resign is not related to any disagreement with the Company on any matter relating to the Company’s accounting, strategy, management, operations, policies, regulatory matters, or practices (financial or otherwise).

**Item 8.01. Other Events.**

On June 2, 2020, a purported stockholder of the Company filed a derivative complaint in the United States District Court for the Northern District of California, entitled *Anderson v. Svane, et al.*, 3:20-cv-03671, against certain of the Company’s executive officers and directors. The derivative complaint alleges breaches of fiduciary duty against all defendants and an insider trading claim, and violations of Section 10(b) of the Securities Exchange Act of 1934 against the officer defendants, purportedly on behalf of the Company itself. The claims are based on nearly identical allegations as the two putative class action complaints entitled *Charles Reidinger v. Zendesk, Inc., et al.*, 3:19-cv-06968-CRB and *Ho v. Zendesk, Inc., et al.*, No. 3:19-cv-07361-WHA, respectively, that were filed on October 24, 2019 and November 7, 2019, respectively, and as disclosed in the Company’s Quarterly Report on Form 10-Q filed on May 4, 2020, namely that the defendants misrepresented and/or omitted material information in certain of our prior public filings. The derivative case is still in the preliminary stages. Management believes that the lawsuit lacks merit and intends to vigorously defend the action.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Zendesk, Inc.  
(Registrant)

By: /s/ Elena Gomez  
Elena Gomez  
Chief Financial Officer  
(Principal Financial Officer)

June 10, 2020