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

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

Johnson InaMarie

1019 MARKET STREET
SAN FRANCISCO, CA 94103

2. Issuer Name and Ticker or Trading Symbol

Zendesk, Inc. [ ZEN ]

3. Date of Earliest Transaction (MM/DD/YYYY)

8/15/2020

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer

Chief People & Diversity Off.

6. Individual or Joint/Group Filing

7. Nature of Indirect Beneficial Ownership (Instr. 4)

8. Price of Security

9. Number of Shares

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>8/15/2020</td>
<td>M</td>
<td>271</td>
<td>A</td>
<td>20485</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/15/2020</td>
<td>F</td>
<td>135</td>
<td>D</td>
<td>20350</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/15/2020</td>
<td>M</td>
<td>238</td>
<td>A</td>
<td>20588</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/15/2020</td>
<td>F</td>
<td>119</td>
<td>D</td>
<td>20469</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/15/2020</td>
<td>M</td>
<td>114</td>
<td>A</td>
<td>21015</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/15/2020</td>
<td>F</td>
<td>569</td>
<td>D</td>
<td>21046</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit (I)</td>
<td></td>
<td>8/15/2020</td>
<td>M</td>
<td>271</td>
<td>2/7/2026</td>
<td>Common Stock 271.0 S0 7855 D</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Unit (I)</td>
<td></td>
<td>8/15/2020</td>
<td>M</td>
<td>238</td>
<td>2/10/2027</td>
<td>Common Stock 238.0 S0 9991 D</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Unit (I)</td>
<td></td>
<td>8/15/2020</td>
<td>M</td>
<td>114</td>
<td>7/27/2025</td>
<td>Common Stock 1146.0 S0 25209 D</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Restricted stock units convert into common stock on a one-for-one basis.

(2) 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.

(3) Restricted stock units vest 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.

(4) 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.

(5) 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  
Director | 10% Owner | Officer | Other
---|---|---|---
Johnson InaMarie
1019 MARKET STREET
SAN FRANCISCO, CA 94103  | Chief People & Diversity Off.

Signatures

/a/ Hasani Caraway via Power-of-Attorney for InaMarie Johnson  
Date: 8/18/2020

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).


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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