

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 (Check all applicable)
Gennaro Norman	Zendesk, Inc. [ZEN]	☐ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) President of Sales
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
989 MARKET STREET	11/15/2021	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
SAN FRANCISCO, CA 94103		☒ Form filed by One Reporting Person ☐ 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 (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/15/2021		M		2396	A	(1)	35139	D	
Common Stock	11/15/2021		F		1188 (2)	D	\$103.83	33951	D	
Common Stock	11/15/2021		M		325	A	(1)	34276	D	
Common Stock	11/15/2021		F		162 (2)	D	\$103.83	34114	D	
Common Stock	11/15/2021		M		408	A	(1)	34522	D	
Common Stock	11/15/2021		F		203 (2)	D	\$103.83	34319	D	
Common Stock	11/15/2021		M		295	A	(1)	34614	D	
Common Stock	11/15/2021		F		147 (2)	D	\$103.83	34467	D	
Common Stock	11/15/2021		M (3)		4000	A	\$35.47	38467	D	
Common Stock	11/15/2021		S (3)		5000	D	\$103.14	33467	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	11/15/2021		M		2396	(4)	1/31/2025	Common Stock	2396.0	\$0	4793	D	
Restricted Stock Unit	(1)	11/15/2021		M		325	(5)	2/7/2026	Common Stock	325.0	\$0	4551	D	
Restricted Stock Unit	(1)	11/15/2021		M		408	(6)	2/10/2027	Common Stock	408.0	\$0	11010	D	
Restricted Stock Unit	(1)	11/15/2021		M		295	(7)	2/8/2028	Common Stock	295.0	\$0	11511	D	
Stock Option (Right to Buy)	\$35.47	11/15/2021		M (3)		4000	(8)	1/9/2028	Common Stock	4000.0	\$0	86000	D	

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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by Norman Gennaro on November 2, 2020.
- (4) 1/4th of the shares issuable pursuant to the restricted stock units shall vest one year after the vesting commencement date of January 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.

- (5) 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January 15, 2019, 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.
- (6) 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.
- (7) 1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of February 15, 2021, 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.
- (8) 1/4th of the shares issuable pursuant to the option shall vest one year after the vesting commencement date of January 02, 2018 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. The Reporting Person will be eligible to participate in the Issuers's Change of Control Acceleration Plan. If the Reporting Person elects to participate in the Issuers's Change of Control Acceleration Plan, unvested shares will be subject to acceleration upon the occurrence of certain events described therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gennaro Norman 989 MARKET STREET SAN FRANCISCO, CA 94103			President of Sales	

Signatures

/s/ Steven Chen via Power-of-Attorney for Norman Gennaro

11/17/2021

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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