

Zendesk, Inc.
Form 4
June 03, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Yellurkar Devdutt

(Last) (First) (Middle)

C/O CHARLES RIVER VENTURES, ONE BROADWAY, 15TH FLOOR

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 06/01/2015 | | J ⁽¹⁾ | 3,000,000 D \$ 0 | 8,539,104 ⁽²⁾ | I | See footnote (3) (4) (7) |
| Common Stock | 06/02/2015 | | S ⁽⁵⁾ | 84,204 D \$ 22.061 ⁽⁸⁾ | 8,454,900 ⁽⁶⁾ | I | See footnote (4) (7) |

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

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CR XIII GP LP is the general partner of CRP XIII LP. CR XIII GP LLC is the general partner of both CRF XIII-A and CR XIII GP, LP. Each reporting person may be deemed to beneficially own the reported securities, but each disclaims beneficial ownership of such

(4) reported securities except to the extent of its pecuniary interest therein. The filing of this statement by any reporting person shall not be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement.

(5) Sale by CRF XIII-A LP.

(6) The number of shares owned after the sale includes 8,027,557 shares held by CRP XIII LP, 225,317 shares held by CRF XIII-A, and 202,026 shares held by the Reporting Person.

Except as set forth in footnotes 2 and 6, these shares are held directly by CRP XIII LP and CRF XIII-A. Devdutt Yellurkar is a managing member of CR XIII GP LLC, the ultimate general partner of CRP XIII LP and the general partner of CRF XIII-A and may be deemed to

(7) hold voting and dispositive power over the shares. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$22.19, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

(8) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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