

VEEVA SYSTEMS INC  
Form 4  
June 18, 2015

**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, 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 \*  
Ritter Gordon

(Last) (First) (Middle)

C/O EMERGENCE CAPITAL, 160 BOVET ROAD, STE. 300

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VEEVA SYSTEMS INC [VEEV]

3. Date of Earliest Transaction (Month/Day/Year)  
06/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Beneficial Ownership (Instr. 4)            |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                            |
| Class A Common Stock            | 06/16/2015                           |                                                    | S <sup>(1)</sup>               |                                                                   | 2,300                                                                                         | D                                                        | \$ 26.8383<br>(2)                                                |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 345,747                                                          |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | I                                                                |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | By the Ritter-Metzler Revocable Trust dated November 6, 2000 (3) |
| Class A Common Stock            | 06/17/2015                           |                                                    | S <sup>(1)</sup>               |                                                                   | 2,300                                                                                         | D                                                        | \$ 27.1089<br>(4)                                                |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 343,447                                                          |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | I                                                                |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | By the Ritter-Metzler Revocable Trust dated November 6, 2000 (3) |

|                            |            |                  |           |   |          |           |   |                                                                |
|----------------------------|------------|------------------|-----------|---|----------|-----------|---|----------------------------------------------------------------|
| Class A<br>Common<br>Stock | 06/16/2015 | C <sup>(5)</sup> | 1,500,000 | A | \$ 0     | 1,500,000 | I | By Emergence<br>Capital<br>Partners II,<br>L.P. <sup>(6)</sup> |
| Class A<br>Common<br>Stock | 06/16/2015 | S                | 1,500,000 | D | \$ 26.17 | 0         | I | By Emergence<br>Capital<br>Partners II,<br>L.P. <sup>(6)</sup> |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                              | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                      | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | <sup>(7)</sup>                                                     | 06/16/2015                              |                                                             | C                                    | 1,500,000                                                                                              | <sup>(7)</sup>                                                 | <sup>(7)</sup>                                                      | Class A<br>Common<br>Stock | 1,500,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                           | Director      | 10% Owner | Officer | Other |
| Ritter Gordon<br>C/O EMERGENCE CAPITAL<br>160 BOVET ROAD, STE. 300<br>SAN MATEO, CA 94402 | X             |           |         |       |

## Signatures

/s/ Meaghan Nelson,  
attorney-in-fact

06/18/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.7100 to \$26.9200 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).

(3) Shares held by The Ritter-Metzler Revocable Trust dated November 6, 2000 (the "Trust"). The Reporting Person is a trustee and beneficiary of the Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the Trust. The Reporting Person disclaims beneficial ownership of the reported shares held by the Trust, except to the extent, if any, of his pecuniary interest therein.

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.8600 to \$27.2700 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4).

(5) Each share of Class A Common Stock was issued upon conversion of one (1) share of Class B Common Stock.

(6) Shares held directly by Emergence Capital Partners II, L.P. ("Emergence"). The sole general partner of Emergence is Emergence Equity Partners II, L.P. ("EEP II"), and the sole general partner of EEP II is Emergence GP Partners, LLC ("EGP", and together with Emergence and EEP II, the "Emergence Entities"), and each of EEP II and EGP may be deemed to have sole voting and dispositive power with respect to the shares held by Emergence. Mr. Gordon Ritter, a partner EEP II and a member of EGP, serves as a representative of the Emergence Entities on the Issuer's board of directors. The Reporting Person disclaims beneficial ownership of the reported shares held by Emergence except to the extent of his pecuniary interest therein, if any, by virtue of the limited liability company interests he owns in EGP and the partnership interests he owns in EEP II.

(7) Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock and has no expiration date. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock upon any transfer, whether or not for value except for certain permitted transfers described in, and transfers to any "permitted transferee" as defined in, the Issuer's restated certificate of incorporation. All shares of Class A and Class B Common Stock will convert automatically into shares of a single class of Common Stock upon the earliest to occur of the following: (a) upon the election by the holders of a majority of the then outstanding shares of class B Common Stock or (b) October 15, 2023.

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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