

VEEVA SYSTEMS INC

Form 4

January 29, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Wallach Matthew J**

(Last) (First) (Middle)

**C/O VEEVA SYSTEMS INC., 4280  
HACIENDA DRIVE**

(Street)

**PLEASANTON, CA 94588**

(City) (State) (Zip)

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

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

01/27/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 01/27/2016                              |                                                             | C                                    | 42,000                                                                  | A \$ 0                                                                                                             | 42,000                                                                  | D                                                                 |
| Class A<br>Common<br>Stock            | 01/27/2016                              |                                                             | S <sup>(1)</sup>                     | 42,000                                                                  | D \$<br>24.0336<br><sup>(2)</sup>                                                                                  | 0                                                                       | D                                                                 |
| Class A<br>Common<br>Stock            | 01/28/2016                              |                                                             | C                                    | 42,000                                                                  | A \$ 0                                                                                                             | 42,000                                                                  | D                                                                 |
| Class A<br>Common                     | 01/28/2016                              |                                                             | S <sup>(1)</sup>                     | 41,900                                                                  | D \$<br>23.1484                                                                                                    | 100                                                                     | D                                                                 |

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|         |            |      |     |   |          |   |   |
|---------|------------|------|-----|---|----------|---|---|
| Stock   |            |      |     |   | (3)      |   |   |
| Class A |            |      |     |   |          |   |   |
| Common  | 01/28/2016 | S(1) | 100 | D | \$ 23.88 | 0 | D |
| Stock   |            |      |     |   |          |   |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P                       |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               |                            |
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares |
| Class B Common Stock                       | (4)                                                    | 01/27/2016                           |                                                    | C                              | 42,000                                                                                  | (4) (4)                                                  | Class A Common Stock                                          | 42,000                     |
| Class B Common Stock                       | (4)                                                    | 01/28/2016                           |                                                    | C                              | 42,000                                                                                  | (4) (4)                                                  | Class A Common Stock                                          | 42,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships                    |
|--------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                            | Director 10% Owner Officer Other |
| Wallach Matthew J<br>C/O VEEVA SYSTEMS INC.<br>4280 HACIENDA DRIVE<br>PLEASANTON, CA 94588 | President                        |

## Signatures

/s/ Meghan S. Nelson,  
attorney-in-fact

01/29/2016

\*\*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 \$23.7300 to \$24.4000 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.8800 to \$23.8600 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 (3).

(4) 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, which occurs after the closing of the IPO, 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.

(5) Represents (i) 900,000 shares of Class B Common Stock held by the Reporting Person and Cristina Wallach as joint tenants with right of survivorship and (ii) 234,722 shares of Class B Common Stock held directly by the Reporting Person.

(6) Represents (i) 900,000 shares of Class B Common Stock held by the Reporting Person and Cristina Wallach as joint tenants with right of survivorship and (ii) 192,722 shares of Class B Common Stock held directly by the Reporting Person.

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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