VEEVA SYSTEMS INC
Form 4
February 25, 2016

FORM 4

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Armenante Mark

(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)
02/23/2016

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/23/2016		C		62,500	A	$ 0	82,500	D	
Class A Common Stock	02/23/2016		S(1)		62,500	D	$ 22.291 (2)	20,000	D	
Class A Common Stock	02/24/2016		C		62,500	A	$ 0	82,500	D	
Class A Common	02/24/2016		S(1)		56,200	D	$ 22.1088	26,300	D	

Stock					[3]			
Class A Common Stock	02/24/2016	S[1]	6,300	D	$ 22.6324 [4]	20,000	D	
Class A Common Stock	02/23/2016	C	6,250	A	$ 0	6,250	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 [5]
Class A Common Stock	02/23/2016	S[1]	6,250	D	$ 22.2805 [6]	0	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 [5]
Class A Common Stock	02/24/2016	C	6,250	A	$ 0	6,250	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 [5]
Class A Common Stock	02/24/2016	S[1]	5,500	D	$ 22.1285 [7]	750	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 [5]
Class A Common Stock	02/24/2016	S[1]	750	D	$ 22.644 [8]	0	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 [5]
Class A Common Stock	02/23/2016	C	6,250	D	$ 0	6,250	I	By Elizabeth T.

								Armenante Grantor Retained Annuity Trust dated May 20, 2013 (9)
Class A Common Stock	02/23/2016		S(1)	6,250	A	$ 22.2813 (10)	0	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (9)
Class A Common Stock	02/24/2016		C	6,250	D	$ 0	6,250	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (9)
Class A Common Stock	02/24/2016		S(1)	5,500	D	$ 22.1279 (11)	750	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (9)
Class A Common Stock	02/24/2016		S(1)	750	D	$ 22.6413 (12)	0	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (9)

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

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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 Deri Secu (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(13)	02/23/2016		C			62,500	(13)	(13)	Class A Common Stock	62,500	
Class B Common Stock	(13)	02/24/2016		C			62,500	(13)	(13)	Class A Common Stock	62,500	
Class B Common Stock	(13)	02/23/2016		C			6,250	(13)	(13)	Class A Common Stock	6,250	
Class B Common Stock	(13)	02/24/2016		C			6,250	(13)	(13)	Class A Common Stock	6,250	
Class B Common Stock	(13)	02/23/2016		C			6,250	(13)	(13)	Class A Common Stock	6,250	

Class B Common Stock	(13)	02/24/2016		C	6,250	(13)	(13)	Class A Common Stock	6,250	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armenante Mark C/O VEEVA SYSTEMS INC. 4280 HACIENDA DRIVE PLEASANTON, CA 94588		X		

Signatures

/s/ Brian N. Savage, attorney-in-fact	02/25/2016
**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 $22.1000 to $22.5600 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 $21.6000 to $22.5999 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)	The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $22.6000 to $22.7000 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)	Shares held by the Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Mark Armenante GRAT"). The Reporting Person is a trustee and beneficiary of the Mark Armenante GRAT, and may be deemed to share voting and dispositive power

with regard to the reported shares held by the Mark Armenante GRAT.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $22.1100 to $22.5200 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 (6).

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $21.6100 to $22.6099 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 (7).

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $22.6100 to $22.6800 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 (8).

(9) Shares held by the Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Elizabeth Armenante GRAT"). The Reporting Person is a trustee and family member of Elizabeth Armenante, the beneficiary of the Elizabeth Armenante GRAT, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Elizabeth Armenante GRAT.

(10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $22.1300 to $22.5200 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 (10).

(11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $21.6100 to $22.6099 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 (11).

(12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $22.6100 to $22.6800 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 (12).

(13) 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.

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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