

VEEVA SYSTEMS INC
Form 4
March 17, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Mitchell Jenna

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O VEEVA SYSTEMS INC., 4637
CHABOT DRIVE SUITE 210

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2013

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

PLEASANTON, CA 94588

(City) (State) (Zip)

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

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 |
| Common Stock | 10/21/2013 | | C ⁽¹⁾ | | 3,150,000 | A | Ⓐ 3,150,000 |
| Common Stock | 10/21/2013 | | J ⁽³⁾ | | 3,150,000 | D | Ⓒ 0 |
| Class A Common Stock | 10/21/2013 | | C ⁽⁴⁾ | | 250,000 | A | Ⓐ 250,000 |
| Class A Common Stock | 10/21/2013 | | S ⁽⁴⁾ | | 250,000 | D | \$ 20 0 |

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

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series A Convertible Preferred Stock | (1) | 10/21/2013 | | C(1) | | 3,150,000 | (1) | (1) | Common Stock |
| Class B Common Stock | (5) | 10/21/2013 | | J(3) | | 3,150,000 | (5) | (5) | Class A Common Stock |
| Class B Common Stock | (5) | 10/21/2013 | | C(4) | | 250,000 | (5) | (5) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mitchell Jenna C/O VEEVA SYSTEMS INC. 4637 CHABOT DRIVE SUITE 210 PLEASANTON, CA 94588 | | X | | |

Signatures

/s/ Meaghan Nelson,
Attorney-in-Fact
Date: 03/17/2014

**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) Each share of convertible preferred stock automatically converted into one (1) share of Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock (the "IPO"), and has no expiration date.

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- (2) Shares held jointly by Reporting Person and Matthew L. Mitchell as joint tenants.

Immediately prior to the closing of the IPO and following the conversion of each series of the Issuer's convertible preferred stock into

(3) Common Stock, each share of Common Stock was reclassified, in an exempt transaction pursuant to Rule 16b-7, into one (1) share of Class B Common Stock.

- (4) Each share of Class A Common Stock was issued upon conversion of one (1) share of Class B Common Stock. The Reporting Person sold Class A Common Stock to the underwriters in connection with the closing of the IPO.

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

- (5) transfers described in, and transfers to any "permitted transferee" as defined in, the Issuer's restated certificate of incorporation in effect after the closing of the IPO. 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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