

VEEVA SYSTEMS INC  
Form 4  
June 03, 2016

**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 \*  
Zuppas Eleni Nitsa

(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)  
06/01/2016

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)

Chief Marketing Officer

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            | 06/01/2016 <sup>(1)</sup>            |  | C                              |   | 18,000 A \$ 0   | 24,238   | D   |
| Class A Common Stock            | 06/01/2016                           |  | S                              |   | 18,000 D \$ 33.6401 <sup>(2)</sup>  | 6,238  | D   |
| Class A Common Stock            | 06/01/2016 <sup>(1)</sup>            |  | M                              |   | 500 A \$ 0 <sup>(3)</sup>   | 6,738  | D   |
| Class A Common                  | 06/01/2016 <sup>(1)</sup>            |  | M                              |   | 1,500 A \$ 0 <sup>(3)</sup>   | 8,238  | D   |

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|                            |                           |  |                  |     |   |                     |       |   |
|----------------------------|---------------------------|--|------------------|-----|---|---------------------|-------|---|
| Stock                      |                           |  |                  |     |   |                     |       |   |
| Class A<br>Common<br>Stock | 06/01/2016 <sup>(1)</sup> |  | M                | 500 | A | \$ 0 <sup>(3)</sup> | 8,738 | D |
| Class A<br>Common<br>Stock | 06/03/2016                |  | S <sup>(4)</sup> | 180 | D | \$ 34.42            | 8,558 | D |
| Class A<br>Common<br>Stock | 06/03/2016                |  | S <sup>(4)</sup> | 552 | D | \$ 34.42            | 8,006 | D |
| Class A<br>Common<br>Stock | 06/03/2016                |  | S <sup>(4)</sup> | 185 | D | \$ 34.42            | 7,821 | D |

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<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 Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--------|--|--------------------|--|-------------------------------------|
|   |  |   |   |                                      | (A)  | (D)    | Date<br>Exercisable  | Expiration<br>Date |  |                                     |
| Stock<br>Option<br>(right to<br>buy)                | \$ 3.92  | 06/01/2016 <sup>(1)</sup>               |   | M                                    |  | 18,000 | <sup>(5)</sup>   | 03/25/2023         | Class B<br>Common<br>Stock                                     | 18,000                              |
| Class B<br>Common<br>Stock                          | <sup>(6)</sup>   | 06/01/2016 <sup>(1)</sup>               |   | A                                    |  | 18,000 | <sup>(6)</sup>   | <sup>(6)</sup>     | Class A<br>Common<br>Stock                                     | 18,000                              |
| Class B<br>Common<br>Stock                          | <sup>(6)</sup>   | 06/01/2016 <sup>(1)</sup>               |   | C                                    |  | 18,000 | <sup>(6)</sup>   | <sup>(6)</sup>     | Class A<br>Common<br>Stock                                     | 18,000                              |
| Restricted<br>Stock<br>Units                        | <sup>(3)</sup>   | 06/01/2016 <sup>(1)</sup>               |   | M                                    |  | 500    | <sup>(7)</sup>   | <sup>(7)</sup>     | Class A<br>Common<br>Stock                                     | 500                                 |
|   | <sup>(3)</sup>   | 06/01/2016 <sup>(1)</sup>               |   | M                                    |  | 1,500  | <sup>(8)</sup>   | <sup>(8)</sup>     |  | 1,500                               |

Restricted  
Stock  
Units

Class A  
Common  
Stock

Restricted  
Stock  
Units

(3)

06/01/2016<sup>(1)</sup>

M

500

(9)

(9)

Class A  
Common  
Stock

50

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Zuppas Eleni Nitsa<br>C/O VEEVA SYSTEMS INC.<br>4280 HACIENDA DRIVE<br>PLEASANTON, CA 94588 |               |           | Chief<br>Marketing<br>Officer |       |

## Signatures

/s/ Brian N. Savage,  
attorney-in-fact

06/03/2016

\_\_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) Transaction exempt from Section 16(b) of the Securities Exchange Act of 1934 (the "Act") pursuant to Rule 16b-6(b) promulgated under the Act.  
  
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.5000 to \$33.7000 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 (2).
- (2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Class A Common Stock of the Issuer.
- (3) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person and were made to cover taxes associated with restricted stock vesting on June 1, 2016.
- (4) The option shares are fully vested and may be exercised at any time.  
  
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) On March 25, 2015, the Reporting Person was granted 8,000 RSUs under the Issuer's 2013 Equity Incentive Plan, of which 1/16 of the RSUs vested on June 1, 2015, with 1/16 of the RSUs vesting for each quarter of continuous service to the Issuer by the Reporting Person after June 1, 2015.
- (6) On April 27, 2015, the Reporting Person was granted 24,000 RSUs under the Issuer's 2013 Equity Incentive Plan, of which 1/16 of the RSUs vested on June 1, 2015, with 1/16 of the RSUs vesting for each quarter of continuous service to the Issuer by the Reporting Person after June 1, 2015.
- (7)
- (8)
- (9)

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On March 23, 2016, the Reporting Person was granted 8,000 RSUs under the Issuer's 2013 Equity Incentive Plan, of which 1/16 of the RSUs vested on June 1, 2016, with 1/16 of the RSUs vesting for each quarter of continuous service to the Issuer by the Reporting Person after June 1, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.