

Ritter Gordon
Form 4
December 10, 2018

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2018

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

SAN MATEO, CA 94402

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock | 12/06/2018 ⁽¹⁾ | | M | 20,000 A \$ 19.8 | 31,092 | D | |
| Class A Common Stock | 12/06/2018 ⁽¹⁾ | | M | 20,000 A \$ 27.14 | 51,092 | D | |
| Class A Common Stock | 12/06/2018 | | S ⁽²⁾ | 10,263 D \$ 91.7906 | 40,829 | D | |
| Class A Common | 12/07/2018 | | J ⁽³⁾ | 10,250 D \$ 0 | 30,579 | D | |

Stock

| | | | | | | | | |
|-------------------------|------------|------------------|-------|---|------|---------|---|--|
| Class A Common Stock | 12/07/2018 | J ⁽⁴⁾ | 2,938 | A | \$ 0 | 484,460 | I | By the Ritter-Metzler Revocable Trust dated November 6, 2000 ⁽⁵⁾ |
|-------------------------|------------|------------------|-------|---|------|---------|---|--|

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 19.8 | 12/06/2018 ⁽¹⁾ | | M | 20,000 | ⁽⁶⁾ 06/03/2024 | Class A Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 27.14 | 12/06/2018 ⁽¹⁾ | | M | 20,000 | ⁽⁶⁾ 06/16/2025 | Class A Common Stock | 20,000 |

Reporting Owners

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

Signatures

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

12/10/2018

__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 sales reported on this Form 4 were "cashless exercises" made to cover payment of the option exercise prices in lieu of paying cash for the stock option exercises referenced in Table II below. The reported price in Column 4 is a weighted average price of \$91.790647. These shares were sold in multiple transactions at prices ranging from \$91.7100 to \$91.9400 per share, inclusive.
- (2) 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.

On December 7, 2018, the Reporting Person distributed in-kind, without consideration, 10,250 shares of Class A Common Stock pro-rata to Emergence Equity Mgmt Corp. (EEM), in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended. EEM then immediately distributed in-kind, without consideration, all 10,250 shares of Class A Common Stock pro-rata to its partners, in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- (3) Pro rata distribution from EEM in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- (4) 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.
- (5) The option shares are fully vested and may be exercised at any time.
- (6)

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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