VEEVA SYSTEMS INC

Form 4

October 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sohn Young A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VEEVA SYSTEMS INC [VEEV]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director X__ 10% Owner Officer (give title

C/O VEEVA SYSTEMS INC., 4637

CHABOT DRIVE STE. 210

10/01/2014

(Month/Day/Year)

below)

_ Other (specify

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(Street)

Filed(Month/Day/Year)

PLEASANTON, CA 94588

(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. Transactic Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Class A Common Stock	10/01/2014		С	23,406	, ,	\$ 0	23,406	D	
Class A Common Stock	10/01/2014		S <u>(1)</u>	23,006	D	\$ 27.3301 (2)	400	D	
Class A Common Stock	10/01/2014		S <u>(1)</u>	400	D	\$ 28.1125 (3)	0	D	
Class A Common	10/02/2014		C	26,594	A	\$ 0	26,594	D	

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Stock								
Class A Common Stock	10/02/2014	S <u>(1)</u>	13,094	D	\$ 26.3295 (4)	13,500	D	
Class A Common Stock	10/02/2014	S <u>(1)</u>	13,500	D	\$ 27.0919 (5)	0	D	
Class A Common Stock	10/01/2014	С	2,500	A	\$ 0	2,500	I	By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 (6)
Class A Common Stock	10/01/2014	S <u>(1)</u>	2,500	D	\$ 28.13	0	I	By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 (6)
Class A Common Stock	10/02/2014	С	2,500	D	\$ 0	2,500	I	By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 (6)
Class A Common Stock	10/02/2014	S <u>(1)</u>	2,500	D	\$ 27.1	0	I	By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 (6)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	<u>(7)</u>	10/01/2014		C		23,406	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	23,406	
Class B Common Stock	(7)	10/02/2014		С		26,594	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	26,594	
Class B Common Stock	<u>(7)</u>	10/01/2014		C		2,500	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	2,500	
Class B Common Stock	<u>(7)</u>	10/02/2014		C		2,500	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	2,500	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sohn Young A C/O VEEVA SYSTEMS INC. 4637 CHABOT DRIVE STE. 210 PLEASANTON, CA 94588

X

Signatures

/s/ Meaghan Nelson, attorney-in-fact

10/03/2014

**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) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.0300 to \$28.0299 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).
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.0600 to \$28.1300 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).
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.8100 to \$26.8099 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).
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.8100 to \$27.3700 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 (5).
- Shares held by the Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 (the "Sohn GRAT"). The Reporting Person is a (6) trustee and beneficiary of the Sohn GRAT and may be deemed to share voting and dispositive power with regard to the reported shares held by the Sohn GRAT.
 - 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
- (7) 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. 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.

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