

VEEVA SYSTEMS INC
Form 4
October 23, 2013

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 *
EMERGENCE CAPITAL PARTNERS II LP

(Last) (First) (Middle)

160 BOVET ROAD, SUITE 300,

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 or Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/21/2013		C ⁽¹⁾		35,000,000	A	Ⓐ	35,000,000	I	By Emergence Capital Partners II, L.P. ⁽²⁾
Common Stock	10/21/2013		J ⁽³⁾		35,000,000	D	Ⓓ	0	I	By Emergence Capital Partners II, L.P. ⁽²⁾
Class A Common	10/21/2013		C ⁽⁴⁾		500,000	A	Ⓐ	500,000	I	By Emergence

Stock								Capital Partners II, L.P. ⁽²⁾
Class A Common Stock	10/21/2013		S ⁽⁴⁾	500,000	D	\$ 20 0	I	By Emergence Capital Partners II, L.P. ⁽²⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series A Convertible Preferred Stock	<u>(1)</u>	10/21/2013		C ⁽¹⁾		10,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(1)</u>	10/21/2013		C ⁽¹⁾		25,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock
Class B Common Stock	<u>(5)</u>	10/21/2013		J ⁽³⁾		35,000,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Class B Common Stock	<u>(5)</u>	10/21/2013		C ⁽⁴⁾		500,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMERGENCE CAPITAL PARTNERS II LP 160 BOVET ROAD, SUITE 300 SAN MATEO, CA 94402	X	X		
EMERGENCE EQUITY PARTNERS II, L.P. 160 BOVET ROAD SUITE 300 SAN MATEO, CA 94402	X	X		
EMERGENCE GP PARTNERS, LLC 160 BOVET ROAD SUITE 300 SAN MATEO, CA 94402	X	X		

Signatures

By: Emergence Capital Partners II, L.P., By: Emergence Equity Partners II, L.P., its sole general partner, By: Emergence GP Partners, LLC, its sole general partner, /s/ Brian Jacobs, Manager 10/23/2013

__Signature of Reporting Person Date

By: Emergence Equity Partners II, L.P., By: Emergence GP Partners, LLC, its sole general partner, /s/ Brian Jacobs, Manager 10/23/2013

__Signature of Reporting Person Date

By: Emergence GP Partners LLC, /s/ Brian Jacobs, Manager 10/23/2013

__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.
- (2) Shares held directly by Emergence Capital Partners II, L.P. ("Emergence"). The sole general partner of Emergence is Emergence Equity Partners II, L.P. ("EEP II"), and the sole general partner of EEP II is Emergence GP Partners, LLC ("EGP", and together with Emergence and EEP II, the "Emergence Entities"), and each of EEP II and EGP may be deemed to have sole voting and dispositive power with respect to the shares held by Emergence. Each of Mr. Kevin Spain, a partner of EEP II, and Mr. Gordon Ritter, a member of EGP and partner of EEP II, serves as a representative of the Emergence Entities on the Issuer's board of directors.
- (3) Immediately prior to the closing of the IPO and following the conversion of each series of the Issuer's convertible preferred stock into 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. Emergence sold Class A Common Stock to the underwriters in connection with the closing of the IPO.
- (5) 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

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for certain permitted 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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