

VEEVA SYSTEMS INC  
Form 4  
December 02, 2015

**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

(Last) (First) (Middle)

C/O EMERGENCE CAPITAL, 160 BOVET ROAD, STE. 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)  
11/30/2015

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	11/30/2015		C <sup>(1)</sup>	4,000,000 A \$ 0 <sup>(2)</sup>	0	I	By Emergence Capital Partners II, L.P. <sup>(3)</sup>
Class A Common Stock	11/30/2015		J <sup>(1)</sup>	4,000,000 D \$ 0 <sup>(2)</sup>	0	I	By Emergence Capital Partners II, L.P. <sup>(3)</sup>
Class A Common Stock	11/30/2015		J <sup>(4)</sup>	868,000 D \$ 0 <sup>(2)</sup>	0	I	By Emergence Equity Partners II, L.P. <sup>(3)</sup>

Class A Common Stock	11/30/2015	J <sup>(5)</sup>	248,323	A	\$ 0 <sup>(2)</sup>	541,170	I	By the Ritter-Metzler Revocable Trust dated November 6, 2000 <sup>(6)</sup>
Class A Common Stock	11/30/2015	S <sup>(7)</sup>	2,300	D	\$ 28.8983 <sup>(8)</sup>	538,870	I	By the Ritter-Metzler Revocable Trust dated November 6, 2000 <sup>(6)</sup>
Class A Common Stock	12/01/2015	S <sup>(7)</sup>	2,300	D	\$ 27.5214 <sup>(9)</sup>	536,570	I	By the Ritter-Metzler Revocable Trust dated November 6, 2000 <sup>(6)</sup>

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) (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	<sup>(2)</sup>	11/30/2015		C	4,000,000	<sup>(2)</sup> <sup>(2)</sup>	Class A Common Stock 4,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Ritter Gordon  
C/O EMERGENCE CAPITAL  
160 BOVET ROAD, STE. 300  
SAN MATEO, CA 94402

## Signatures

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

12/02/2015

\_\_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).

On November 30, 2015, Emergence Capital Partners II, L.P. ("Emergence") converted in the aggregate 4,000,000 shares of the Issuer's Class B Common Stock into 4,000,000 shares of the Issuer's Class A Common Stock. Subsequently, Emergence distributed in-kind, (1) without consideration, all 4,000,000 shares of Class A Common Stock pro-rata to its partners, including its limited partners and its general partner, Emergence Equity Partners II, L.P. ("EEP II"), in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

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 except for certain permitted transfers described in, and transfers to any (2) "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.

The sole general partner of Emergence is 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, and EGP may be deemed to have sole voting and dispositive power with (3) respect to the shares held by EEP II. Mr. Gordon Ritter, a partner of EEP II and a member of EGP, serves as a representative of the Emergence Entities on the Issuer's board of directors. The Reporting Person disclaims beneficial ownership of the reported shares held by the Emergence Entities except to the extent of his pecuniary interest therein, if any, by virtue of the limited liability company interest he owns in EGP and the partnership interest he owns in EEP II.

On November 30, 2015, EEP II received 868,000 shares of the Issuer's Class A Common Stock as a result of the pro-rata in-kind (4) distribution by Emergence for no consideration. EEP II then immediately distributed in-kind, without consideration, all 868,000 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.

(5) Pro rata distribution from EEP II in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

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. (6) 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.

(7) 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 (8) \$28.8400 to \$28.9900 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 (8).

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from (9) \$27.1800 to \$27.8900 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 (9).

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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