#### **VEEVA SYSTEMS INC**

Form 4

January 15, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

information contained in this form are not

required to respond unless the form

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

CODD RONALD E F

1. Name and Address of Reporting Person \*

may continue.

See Instruction

CODD KONALD E F			Symbol VEEVA SYSTEMS INC [VEEV]				EV]	(Cl. 1. 11. 11. 11.)			
(Last) (First) (Middle)  C/O VEEVA SYSTEMS INC., 4637 CHABOT DRIVE, SUITE 210			3. Date of Earliest Transaction (Month/Day/Year) 01/15/2015					(Check all applicable)  _X_ Director 10% Owner Officer (give title below)  Other (specify below)			
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
PLEASAN' (City)	TON, CA 9458		Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Table 1 - Itoli-Delivative Securities Acquired, Disposed of, of Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Do (Month/Day/Yea	Transaction Date 2A. Deem Execution any (Month/D		Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			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)	
Class A Common Stock	01/15/2015			С	2,000	A	\$ 0	2,000	I	By Codd Revocable Trust dtd 03/06/98 (1)	
Class A Common Stock	01/15/2015			S(2)	2,000	D	\$ 28.52	0	I	By Codd Revocable Trust dtd 03/06/98 (1)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474

(9-02)

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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)		4. Transactic Code (Instr. 8)	5. Number on f 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. Price Derive Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(3)	01/15/2015		С	2,000	(3)	(3)	Class A Common Stock	2,000	\$

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

CODD RONALD E F

C/O VEEVA SYSTEMS INC.
4637 CHABOT DRIVE, SUITE 210

PLEASANTON, CA 94588

## **Signatures**

Meaghan Nelson, attorney-in-fact 01/15/2015

\*\*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).
- (1) Shares held by the Codd Revocable Trust dtd 03/06/98 (the "Codd Trust"). The Reporting Person is a trustee and beneficiary of the Codd Trust, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Codd Trust.
- (2) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.
- (3) 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 in effect

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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. 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.