

VEEVA SYSTEMS INC

Form 4

April 01, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Armenante Mark

(Last) (First) (Middle)

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

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

VEEVA SYSTEMS INC [VEEV]

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

03/30/2015

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 03/30/2015                              |                                                             | C                                       | 25,000                                                                  | A \$ 0                                                                                                             | 25,000                                                                     | D                                                                 |
| Class A<br>Common<br>Stock            | 03/30/2015                              |                                                             | S <sup>(1)</sup>                        | 25,000                                                                  | D \$ 25.3807                                                                                                       | 0                                                                          | D                                                                 |
| Class A<br>Common<br>Stock            | 03/31/2015                              |                                                             | C                                       | 25,000                                                                  | A \$ 0                                                                                                             | 25,000                                                                     | D                                                                 |
| Class A<br>Common                     | 03/31/2015                              |                                                             | S <sup>(1)</sup>                        | 25,000                                                                  | D \$ 25.4627                                                                                                       | 0                                                                          | D                                                                 |

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| Stock                      |            | <u>(3)</u>   |       |      |                             |        |       |                                                                                                                   |
|----------------------------|------------|--------------|-------|------|-----------------------------|--------|-------|-------------------------------------------------------------------------------------------------------------------|
| Class                      | Date       | Code         | Qty   | Acct | Cost                        | Market | Value |                                                                                                                   |
| Class A<br>Common<br>Stock | 03/30/2015 | C            | 2,500 | A    | \$ 0                        | 2,500  | I     | By Mark A.<br>Armenante<br>Grantor<br>Retained<br>Annuity<br>Trust dated<br>May 20,<br>2013 <u>(4)</u>            |
| Class A<br>Common<br>Stock | 03/30/2015 | S <u>(1)</u> | 2,500 | D    | \$<br>25.3764<br><u>(5)</u> | 0      | I     | By Mark A.<br>Armenante<br>Grantor<br>Retained<br>Annuity<br>Trust dated<br>May 20,<br>2013 <u>(4)</u>            |
| Class A<br>Common<br>Stock | 03/31/2015 | C            | 2,500 | A    | \$ 0                        | 2,500  | I     | By Mark A.<br>Armenante<br>Grantor<br>Retained<br>Annuity<br>Trust dated<br>May 20,<br>2013 <u>(4)</u>            |
| Class A<br>Common<br>Stock | 03/31/2015 | S <u>(1)</u> | 2,500 | D    | \$<br>25.0994<br><u>(6)</u> | 0      | I     | By Mark A.<br>Armenante<br>Grantor<br>Retained<br>Annuity<br>Trust dated<br>May 20,<br>2013 <u>(4)</u>            |
| Class A<br>Common<br>Stock | 03/30/2015 | C            | 2,500 | A    | \$ 0                        | 2,500  | I     | By<br>Elizabeth<br>T.<br>Armenante<br>Grantor<br>Retained<br>Annuity<br>Trust dated<br>May 20,<br>2013 <u>(7)</u> |
| Class A<br>Common<br>Stock | 03/30/2015 | S <u>(1)</u> | 2,500 | D    | \$<br>25.3836<br><u>(8)</u> | 0      | I     | By<br>Elizabeth<br>T.<br>Armenante                                                                                |

|                      |            |                  |       |   |                           |       |   |                                                                  |
|----------------------|------------|------------------|-------|---|---------------------------|-------|---|------------------------------------------------------------------|
|                      |            |                  |       |   |                           |       |   | Grantor Retained Annuity Trust dated May 20, 2013 <sup>(7)</sup> |
|                      |            |                  |       |   |                           |       |   | By Elizabeth T. Armenante                                        |
| Class A Common Stock | 03/31/2015 | C                | 2,500 | A | \$ 0                      | 2,500 | I | Grantor Retained Annuity Trust dated May 20, 2013 <sup>(7)</sup> |
|                      |            |                  |       |   |                           |       |   | By Elizabeth T. Armenante                                        |
| Class A Common Stock | 03/31/2015 | S <sup>(1)</sup> | 2,500 | D | \$ 25.0936 <sup>(9)</sup> | 0     | I | Grantor Retained Annuity Trust dated May 20, 2013 <sup>(7)</sup> |

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. P             |                 |                |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------|-----------------|----------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           | Date Exercisable | Expiration Date | Title          | Amount or Number of Shares |
| Class B Common                             | (10)                                                   | 03/30/2015                           |                                                    | C                              |                                                                                         | 25,000                                                   |                                                               | (10)             | (10)            | Class A Common | 25,000                     |

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|                            |             |            |   |        |             |             |  |                            |        |
|----------------------------|-------------|------------|---|--------|-------------|-------------|--|----------------------------|--------|
| Stock                      |             |            |   |        |             |             |  | Stock                      |        |
| Class B<br>Common<br>Stock | <u>(10)</u> | 03/31/2015 | C | 25,000 | <u>(10)</u> | <u>(10)</u> |  | Class A<br>Common<br>Stock | 25,000 |
| Class B<br>Common<br>Stock | <u>(10)</u> | 03/30/2015 | C | 2,500  | <u>(10)</u> | <u>(10)</u> |  | Class A<br>Common<br>Stock | 2,500  |
| Class B<br>Common<br>Stock | <u>(10)</u> | 03/31/2015 | C | 2,500  | <u>(10)</u> | <u>(10)</u> |  | Class A<br>Common<br>Stock | 2,500  |
| Class B<br>Common<br>Stock | <u>(10)</u> | 03/30/2015 | C | 2,500  | <u>(10)</u> | <u>(10)</u> |  | Class A<br>Common<br>Stock | 2,500  |
| Class B<br>Common<br>Stock | <u>(10)</u> | 03/31/2015 | C | 2,500  | <u>(10)</u> | <u>(10)</u> |  | Class A<br>Common<br>Stock | 2,500  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Reporting Owners

Armenante Mark  
C/O VEEVA SYSTEMS INC.  
4637 CHABOT DRIVE, SUITE 210  
PLEASANTON, CA 94588

X X

## Signatures

Meaghan Nelson,  
attorney-in-fact

04/01/2015

\_\_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) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.0500 to \$25.6500 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).

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.0000 to \$25.6300 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).

(4) Shares held by the Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Mark Armenante GRAT"). The Reporting Person is a trustee and beneficiary of the Mark Armenante GRAT, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Mark Armenante GRAT.

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.2000 to \$25.5900 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).

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.0000 to \$25.2300 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 (6).

(7) Shares held by the Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Elizabeth Armenante GRAT"). The Reporting Person is a trustee and family member of Elizabeth Armenante, the beneficiary of the Elizabeth Armenante GRAT, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Elizabeth Armenante GRAT.

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.2400 to \$25.5900 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).

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.0000 to \$25.2300 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).

(10) 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. 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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