

VEEVA SYSTEMS INC

Form 4

August 17, 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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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O VEEVA SYSTEMS INC., 4637  
CHABOT DRIVE STE. 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)

08/13/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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. 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            | 08/13/2015                              |                                                             | C                                       | 25,000 A                                                                | \$ 0                                                                                                               | 25,000                                                                  | D                                                                 |
| Class A<br>Common<br>Stock            | 08/13/2015                              |                                                             | S <sup>(1)</sup>                        | 25,000 D                                                                | \$<br>25.1087<br><sup>(2)</sup>                                                                                    | 0                                                                       | D                                                                 |
| Class A<br>Common<br>Stock            | 08/14/2015                              |                                                             | C                                       | 25,000 A                                                                | \$ 0                                                                                                               | 25,000                                                                  | D                                                                 |
| Class A<br>Common                     | 08/14/2015                              |                                                             | S <sup>(1)</sup>                        | 25,000 D                                                                | \$<br>25.0662                                                                                                      | 0                                                                       | D                                                                 |

Stock

(3)

Class A  
Common  
Stock

08/13/2015

C

2,500

A

\$ 0

2,500

# I

By  
Young  
Sohn  
Grantor  
Retained  
Annuity  
Trust  
dated  
May 21,  
2013 <sup>(4)</sup>

Class A  
Common  
Stock

08/13/2015

$$\underline{S^{(1)}}$$

2,500

D

\$  
25.0408 0  
(5)

# I

By  
Young  
Sohn  
Grantor  
Retained  
Annuity  
Trust  
dated  
May 21,  
2013 <sup>(4)</sup>

Class A  
Common  
Stock

08/14/2015

C

2,500

A

\$ 0

2,500

# I

By  
Young  
Sohn  
Grantor  
Retained  
Annuity  
Trust  
dated  
May 21,  
2013 <sup>(4)</sup>

Class A  
Common  
Stock

08/14/2015

 $S^{(1)}$ 

2,500

D      \$  
25.0605   0  
(6)

I

By  
Young  
Sohn  
Grantor  
Retained  
Annuity  
Trust  
dated  
May 21,  
2013 <sup>(4)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

# Edgar Filing: VEEVA SYSTEMS INC - Form 4

**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. Puts, Calls, Warrants, Options, Convertible Securities, or Other Derivative Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|------------------------------------------------------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                                                                      | Amount or Number of Shares |
| Class B Common Stock                       | (7)                                                    | 08/13/2015                           |                                                    | C                              |                                                                                         | 25,000                                                   |     | (7)                                                           | (7)             | Class A Common Stock                                                                                       | 25,000                     |
| Class B Common Stock                       | (7)                                                    | 08/14/2015                           |                                                    | C                              |                                                                                         | 25,000                                                   |     | (7)                                                           | (7)             | Class A Common Stock                                                                                       | 25,000                     |
| Class B Common Stock                       | (7)                                                    | 08/13/2015                           |                                                    | C                              |                                                                                         | 2,500                                                    |     | (7)                                                           | (7)             | Class A Common Stock                                                                                       | 2,500                      |
| Class B Common Stock                       | (7)                                                    | 08/14/2015                           |                                                    | C                              |                                                                                         | 2,500                                                    |     | (7)                                                           | (7)             | Class A Common Stock                                                                                       | 2,500                      |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                    |
|----------------------------------------------------------------------|----------------------------------|
|                                                                      | Director 10% Owner Officer Other |
| Sohn Young A<br>C/O VEEVA SYSTEMS INC.<br>4637 CHABOT DRIVE STE. 210 | X                                |

PLEASANTON, CA 94588

## Signatures

/s/ Richard C. Blake,  
attorney-in-fact

08/17/2015

\_\_\_\_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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(2) \$25.0000 to \$25.2500 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

(3) \$25.0000 to \$25.1800 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).

Shares held by the Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 (the "Sohn GRAT"). The Reporting Person is a 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.

(5) 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 \$25.2400 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 \$25.0100 to \$25.1050 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).

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.

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