

VEEVA SYSTEMS INC

Form 4

November 25, 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., 4280  
HACIENDA DRIVE

(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)

11/23/2015

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 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 Beneficial Ownership (Instr. 4)
Class A Common Stock	11/23/2015		C	62,500	A \$ 0	82,500	D
Class A Common Stock	11/23/2015		S <sup>(1)</sup>	62,500	D \$ 27.0484 <sup>(2)</sup>	20,000	D
Class A Common Stock	11/24/2015		C	62,500	A \$ 0	82,500	D
Class A Common	11/24/2015		S <sup>(1)</sup>	62,500	D \$ 27.2649	20,000	D

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Stock		<u>(3)</u>							
Class	Date	Code	Qty	Acct	Cost	Pr	Pr	Pr	
Class A Common Stock	11/23/2015	C	6,250	A	\$ 0		6,250		I By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <sup>(4)</sup>
Class A Common Stock	11/23/2015	S <sup>(1)</sup>	6,250	D	\$ 27.0438 <u>(5)</u>	0			I By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <sup>(4)</sup>
Class A Common Stock	11/24/2015	C	6,250	A	\$ 0		6,250		I By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <sup>(4)</sup>
Class A Common Stock	11/24/2015	S <sup>(1)</sup>	6,250	D	\$ 27.2594 <u>(6)</u>	0			I By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <sup>(4)</sup>
Class A Common Stock	11/23/2015	C	6,250	A	\$ 0		6,250		I By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <sup>(7)</sup>
Class A Common Stock	11/23/2015	S <sup>(1)</sup>	6,250	D	\$ 27.0474 <u>(8)</u>	0			I By Elizabeth T. Armenante

								Grantor Retained Annuity Trust dated May 20, 2013 <sup>(7)</sup>
								By Elizabeth T. Armenante
Class A Common Stock	11/24/2015	C	6,250	A	\$ 0	6,250	I	Grantor Retained Annuity Trust dated May 20, 2013 <sup>(7)</sup>
								By Elizabeth T. Armenante
Class A Common Stock	11/24/2015	S <sup>(1)</sup>	6,250	D	\$ 27.2592 <sup>(9)</sup>	0	I	Grantor Retained Annuity Trust dated May 20, 2013 <sup>(7)</sup>
								By Andrew M. Armenante
Class A Common Stock	11/23/2015	C	2,500	A	\$ 0	2,500	I	Trust 2000 U/A dated July 14, 2000 <sup>(10)</sup>
								By Andrew M. Armenante
Class A Common Stock	11/23/2015	S <sup>(1)</sup>	2,500	D	\$ 27.0468 <sup>(11)</sup>	0	I	Trust 2000 U/A dated July 14, 2000 <sup>(10)</sup>
								By Andrew M. Armenante
Class A Common Stock	11/24/2015	C	2,500	A	\$ 0	2,500	I	Trust 2000 U/A dated July 14, 2000 <sup>(10)</sup>

Class A Common Stock	11/24/2015	S <sup>(1)</sup>	2,500	D	\$ 27.2688 <u>(12)</u>	0	I	By Andrew M. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(10)</sup>
Class A Common Stock	11/23/2015	C	2,500	A	\$ 0	2,500	I	By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(13)</sup>
Class A Common Stock	11/23/2015	S <sup>(1)</sup>	2,500	D	\$ 27.0506 <u>(14)</u>	0	I	By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(13)</sup>
Class A Common Stock	11/24/2015	C	2,500	A	\$ 0	2,500	I	By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(13)</sup>
Class A Common Stock	11/24/2015	S <sup>(1)</sup>	2,500	D	\$ 27.2728 <u>(15)</u>	0	I	By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(13)</sup>

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

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SEC 1474  
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P. Der Secu (Ins
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Class B Common Stock	<u>(16)</u>	11/23/2015	C	62,500	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	62,500
Class B Common Stock	<u>(16)</u>	11/24/2015	C	62,500	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	62,500
Class B Common Stock	<u>(16)</u>	11/23/2015	C	6,250	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	6,250
Class B Common Stock	<u>(16)</u>	11/24/2015	C	6,250	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	6,250
Class B Common Stock	<u>(16)</u>	11/23/2015	C	6,250	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	6,250
Class B Common Stock	<u>(16)</u>	11/24/2015	C	6,250	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	6,250

Class B Common Stock	<u>(16)</u>	11/23/2015	C	2,500	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(16)</u>	11/24/2015	C	2,500	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(16)</u>	11/23/2015	C	2,500	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(16)</u>	11/24/2015	C	2,500	<u>(16)</u>	<u>(16)</u>	Class A Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armenante Mark C/O VEEVA SYSTEMS INC. 4280 HACIENDA DRIVE PLEASANTON, CA 94588		X		

## Signatures

/s/ Richard C. Blake, attorney-in-fact	11/25/2015
<u>                    </u> **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 \$26.7600 to \$27.2700 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).

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.9800 to \$27.4300 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).

(3) 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.

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.7800 to \$27.2600 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).

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.9800 to \$27.4000 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).

(6) 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.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.8000 to \$27.2700 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).

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.9800 to \$27.4000 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).

(9) Shares held by Andrew M. Armenante Trust 2000 dated July 14, 2000 (the "Andrew Armenante Trust"). The Reporting Person is a trustee of the trust and a family member of Andrew Armenante, the beneficiary of the Andrew Armenante Trust, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Andrew Armenante Trust.

(10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.8400 to \$27.2600 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 (11).

(11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.0000 to \$27.3800 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 (12).

(12) Shares held by the Christina E. Armenante Trust 2000 dated July 14, 2000 (the "Christina Armenante Trust"). The Reporting Person is a trustee of the trust and a family member of Christina Armenante, the beneficiary of the Christina Armenante Trust, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Christina Armenante Trust.

(13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.8400 to \$27.2600 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 (14).

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- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.0000 to \$27.3800 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 (15).

- (16) 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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