Ritter Gordon Form 4 March 07, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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(b).

See Instruction

1. Name and Ad Ritter Gordon		rting Person *	2. Issuer Name and Ticker or Trading Symbol VEEVA SYSTEMS INC [VEEV]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O EMERGENCE CAPITAL, 160 BOVET ROAD, STE. 300			(Month/Day/Year) 03/05/2019	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN MATEO, CA 94402			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, 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 or Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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	03/05/2019		C(1)(2)	1,000,000	A	\$ 0 (3)	0	I	By Emergence Capital Partners II, L.P. (4)
Class A Common Stock	03/05/2019		J <u>(1)</u>	1,000,000	D	\$ 0 (3)	0	I	By Emergence Capital Partners II, L.P. (4)
Class A Common Stock	03/05/2019		J <u>(5)</u>	171,978	D	\$ 0 (3)	0	I	By Emergence Equity Partners II, L.P. (4)

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Class A

Common 03/05/2019

Stock

 $J_{\underline{(6)}}$ 49,220 A $\frac{\$ \ 0}{3}$ 543,823 I

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

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SEC 1474 (9-02)

By the

Ritter-Metzler

Revocable

Trust dated

November 6, 2000 (7)

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 tionDerivative 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	(3)	03/05/2019		C(2)		1,000,000	(3)	(3)	Class A Common Stock	1,000,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting Owner Funite / Funitess	Director	10% Owner	Officer	Other			
Ritter Gordon C/O EMERGENCE CAPITAL 160 BOVET ROAD, STE. 300 SAN MATEO, CA 94402	X						

Signatures

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

03/07/2019 Date

**Signature of Reporting Person

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).

Reporting Owners 2

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- On March 5, 2019, Emergence Capital Partners II, L.P. ("Emergence") converted in the aggregate 1,000,000 shares of the Issuer's Class B Common Stock into 1,000,000 shares of the Issuer's Class A Common Stock. Subsequently, Emergence distributed in-kind, without
- (1) consideration, all 1,000,000 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.
- (2) Transaction exempt from Section 16(b) of the Securities Exchange Act of 1934 (the "Act") pursuant to Rule 16b-6(b) promulgated under the Act.
 - 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
- (3) Common Stock upon any transfer, whether or not for value 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.
 - 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
- (4) respect to the shares held by EEP II. The Reporting Person is a partner of EEP II and a member of EGP and serves 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 March 5, 2019, EEP II received 171,978 shares of the Issuer's Class A Common Stock as a result of the pro-rata in-kind distribution by Emergence for no consideration. EEP II then immediately distributed in-kind, without consideration, all 171,978 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.
- (6) 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. 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.

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.