VEEVA SYSTEMS INC

Form 4 June 15, 2016

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue.

See Instruction

1. Name and Address of Reporting Person *

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

VEEVA SYSTEMS INC [VEEV]

Symbol

1(b).

Form 5

(Print or Type Responses)

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								(Chec.	k an applicabl)		
(Last)	(First)	(Middle)	3. Date	of Earliest	Transacti	on						
C/O VEEN	A CXCTEMC IN	C 4290		Day/Year)			_X Director Officer (give		% Owner ner (specify		
C/O VEEVA SYSTEMS INC., 4280			06/13/	06/13/2016				below) below)				
HACIENI	DA DRIVE											
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person							
PLEASANTON, CA 94588								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tal	ble I - Nor	ı-Derivati	ve Sec	urities Acqu	ired, Disposed of	, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	ionor Dispo (Instr. 3	osed of 4 and (A) or	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	06/13/2016(1)			С	10,000	A	\$ 0	10,000	I	By Codd Revocable Trust dtd 03/06/98		
Class A Common Stock	06/13/2016			S	10,000	D	\$ 34.3204 (3)	0	I	By Codd Revocable Trust dtd 03/06/98		

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

(2)

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	<u>(4)</u>	06/13/2016 <u>(1)</u>		C	10,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	10,000	

Reporting Owners

Relationships					
Director	10% Owner	Officer	Other		
\mathbf{v}					
Λ					
	Director X	Director 10% Owner	Director 10% Owner Officer		

Signatures

/s/ Brian N. Savage, 06/15/2016 attorney-in-fact **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).
- Transaction exempt from Section 16(b) of the Securities Exchange Act of 1934 (the "Act") pursuant to Rule 16b-6(b) promulgated under **(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 **(2)** Trust, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Codd Trust.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.2200 to \$34.4000 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or

Reporting Owners 2

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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).

- 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
- (4) transfers described in, and transfers to any "permitted transferee" as defined in, the Issuer's restated certificate of incorporation in effect 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.