

VEEVA SYSTEMS INC

Form 4

October 23, 2013

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)

10/21/2013

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 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)
Common Stock	10/21/2013		C ⁽¹⁾	11,800,000	A	11,800,000	D
Common Stock	10/21/2013		J ⁽²⁾	11,800,000	D	0	D
Class A Common Stock	10/21/2013		C ⁽³⁾	500,000	A	500,000	D
Class A Common Stock	10/21/2013		S ⁽³⁾	500,000	D	\$ 20 0	D
	10/21/2013		C ⁽¹⁾	500,000	A	500,000	I

Common Stock								By Andrew M. Armenante Trust 2000 U/A dated July 14, 2000 ⁽⁵⁾
Common Stock	10/21/2013	J ⁽²⁾	500,000	D	<u>(2)</u>	0	I	By Andrew M. Armenante Trust 2000 U/A dated July 14, 2000 ⁽⁵⁾
Common Stock	10/21/2013	C ⁽¹⁾	500,000	A	<u>(1)</u>	500,000	I	By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 ⁽⁶⁾
Common Stock	10/21/2013	J ⁽²⁾	500,000	D	<u>(2)</u>	0	I	By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 ⁽⁶⁾
Common Stock	10/21/2013	C ⁽¹⁾	1,000,000	A	<u>(1)</u>	1,000,000	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁷⁾
Common Stock	10/21/2013	J ⁽²⁾	1,000,000	D	<u>(2)</u>	0	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁷⁾
Common Stock	10/21/2013	C ⁽¹⁾	1,000,000	A	<u>(1)</u>	1,000,000	I	By Elizabeth T.

Common Stock	10/21/2013	J ⁽²⁾	1,000,000	D	2	0	I	Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁸⁾
								By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁸⁾

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)

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock	(1)	10/21/2013		C(1)		11,800,000		(1)	(1)	Common Stock
Class B Common Stock	(4)	10/21/2013		J(2)		11,800,000		(4)	(4)	Class A Common Stock
Class B Common Stock	(4)	10/21/2013		C(3)		500,000		(4)	(4)	Class A Common Stock
Series A Convertible Preferred	(1)	10/21/2013		C(1)		500,000		(1)	(1)	Common Stock

Stock

Class B Common Stock	<u>(4)</u>	10/21/2013	J <u>(2)</u>	500,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Series A Convertible Preferred Stock	<u>(1)</u>	10/21/2013	C <u>(1)</u>	500,000	<u>(1)</u>	<u>(1)</u>	Common Stock
Class B Common Stock	<u>(4)</u>	10/21/2013	J <u>(2)</u>	500,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Series A Convertible Preferred Stock	<u>(1)</u>	10/21/2013	C <u>(1)</u>	1,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock
Class B Common Stock	<u>(4)</u>	10/21/2013	J <u>(2)</u>	1,000,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Series A Convertible Preferred Stock	<u>(1)</u>	10/21/2013	C <u>(1)</u>	1,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock

Class B Common Stock	(4)	10/21/2013	J(2)	1,000,000	(4)	(4)	Class A Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armenante Mark C/O VEEVA SYSTEMS INC. 4637 CHABOT DRIVE, SUITE 210 PLEASANTON, CA 94588	X	X		

Signatures

/s/ Meaghan Nelson, attorney-in-fact	10/23/2013
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__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) Each share of convertible preferred stock automatically converted into one (1) share of Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock (the "IPO"), and has no expiration date.
- Immediately prior to the closing of the IPO and following the conversion of each series of the Issuer's convertible preferred stock into
- (2) Common Stock, each share of Common Stock was reclassified, in an exempt transaction pursuant to Rule 16b-7, into one (1) share of Class B Common Stock.
- (3) Each share of Class A Common Stock was issued upon conversion of one (1) share of Class B Common Stock. The Reporting Person sold Class A Common Stock to the underwriters in connection with the closing of the IPO.
- 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.

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- Shares held by Andrew M. Armenante Trust 2000 dated July 14, 2000 (the "Andrew Armenante Trust"). The Reporting Person is a
- (5) 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.

- Shares held by the Christina E. Armenante Trust 2000 dated July 14, 2000 (the "Christina Armenante Trust"). The Reporting Person is a
- (6) 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.

- Shares held by the Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Mark Armenante GRAT"). The
- (7) 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 the Mark Armenante GRAT.

- Shares held by the Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Elizabeth Armenante GRAT"). The
- (8) 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.

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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