

VEEVA SYSTEMS INC

Form 4

March 17, 2014

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 *
Ramsey James Burr

(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 ____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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/21/2013		C(1)		3,150,000	A	11 3,150,000

By
Reporting
Person and
Amy
Ramsey,
trustees of
the
Ramsey
Family
Trust dated
June 4,
2012 (2)

Common Stock	10/21/2013	J ⁽³⁾	3,150,000	D	(3)	0	I	By Reporting Person and Amy Ramsey, trustees of the Ramsey Family Trust dated June 4, 2012 ⁽²⁾
Class A Common Stock	10/21/2013	C ⁽⁴⁾	250,000	A	(5)	250,000	I	By Reporting Person and Amy Ramsey, trustees of the Ramsey Family Trust dated June 4, 2012 ⁽²⁾
Class A Common Stock	10/21/2013	S ⁽⁴⁾	250,000	D	\$ 20	0	I	By Reporting Person and Amy Ramsey, trustees of the Ramsey Family Trust dated June 4, 2012 ⁽²⁾

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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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Derivative Security	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock	(1)	10/21/2013	C(1)	3,150,000	(1)	(1)	Common Stock
Class B Common Stock	(5)	10/21/2013	J(3)	3,150,000	(5)	(5)	Class A Common Stock
Class B Common Stock	(5)	10/21/2013	C(4)	250,000	(5)	(5)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramsey James Burr C/O VEEVA SYSTEMS INC.		X		

4637 CHABOT DRIVE SUITE 210
PLEASANTON, CA 94588

Signatures

/s/ Meaghan Nelson,
Attorney-in-Fact

03/17/2014

__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.

Shares held by the Reporting Person and Amy Ramsey, as trustees of the Ramsey Family Trust, dated June 4, 2012 (the "Ramsey Trust").
- (2) The Reporting Person is a trustee and beneficiary of the Ramsey Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the Ramsey Trust.

Immediately prior to the closing of the IPO and following the conversion of each series of the Issuer's convertible preferred stock into
- (3) 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.
- (4) 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
- (5) 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.