

VEEVA SYSTEMS INC

Form 4

July 16, 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 \*  
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)

07/14/2014

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)
Class A Common Stock	07/14/2014		C	25,000	A \$ 0	25,000	D
Class A Common Stock	07/14/2014		S <sup>(1)</sup>	25,000	D \$ 24.5907	0	D
Class A Common Stock	07/15/2014		C	25,000	A \$ 0	25,000	D
Class A Common	07/15/2014		S <sup>(1)</sup>	25,000	D \$ 24.083	0	D

## Stock

Class A Common Stock	07/14/2014	C	2,500	A	\$ 0	2,500	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <sup>(4)</sup>
Class A Common Stock	07/14/2014	S <sup>(1)</sup>	2,500	D	\$ 24.4	0	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <sup>(4)</sup>
Class A Common Stock	07/15/2014	C	2,500	A	\$ 0	2,500	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <sup>(4)</sup>
Class A Common Stock	07/15/2014	S <sup>(1)</sup>	2,500	D	\$ 24.18	0	I	By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <sup>(4)</sup>
Class A Common Stock	07/14/2014	C	2,500	A	\$ 0	2,500	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <sup>(5)</sup>
Class A Common Stock	07/14/2014	S <sup>(1)</sup>	2,500	D	\$ 24.4	0	I	By Elizabeth T. Armenante

								Grantor Retained Annuity Trust dated May 20, 2013 <sup>(5)</sup>
								By Elizabeth T. Armenante
Class A Common Stock	07/15/2014	C	2,500	A	\$ 0	2,500	I	Grantor Retained Annuity Trust dated May 20, 2013 <sup>(5)</sup>
								By Elizabeth T. Armenante
Class A Common Stock	07/15/2014	S <sup>(1)</sup>	2,500	D	\$ 24.18	0	I	Grantor Retained Annuity Trust dated May 20, 2013 <sup>(5)</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 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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Class B Common Stock	<u>(6)</u>	07/14/2014		C		25,000	<u>(6)</u> <u>(6)</u> Class A Common Stock 25,000
Class B Common	<u>(6)</u>	07/15/2014		C		25,000	<u>(6)</u> <u>(6)</u> Class A Common 25,000

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Stock

Stock

Class B  
Common  
Stock

(6)

07/14/2014

C

2,500

(6)

(6)

Class A  
Common  
Stock

2,500

Class B  
Common  
Stock

(6)

07/15/2014

C

2,500

(6)

(6)

Class A  
Common  
Stock

2,500

Class B  
Common  
Stock

(6)

07/14/2014

C

2,500

(6)

(6)

Class A  
Common  
Stock

2,500

Class B  
Common  
Stock

(6)

07/15/2014

C

2,500

(6)

(6)

Class A  
Common  
Stock

2,500

Class B  
Common  
Stock

(6)

07/09/2014

J<sup>(9)</sup>

134,000

(6)

(6)

Class A  
Common  
Stock

134,000

## 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

07/16/2014

\_\_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) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.2700 to \$25.0000 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).

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.7400 to \$24.3500 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).

(4) 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.

(5) 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.

(6) 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 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.

(7) Excludes 67,000 shares of Class B Common Stock previously held through the Mark Armenante GRAT now held by the Armenante Family Trust 2000, dated July 14, 2000 (the "Family Trust").

(8) Excludes 67,000 shares of Class B Common Stock previously held through the Elizabeth Armenante GRAT now held by the Family Trust.

(9) On July 9, 2014, the Reporting Person's grantor retained annuity trusts returned an aggregate of 134,000 shares of Class B Common Stock to the Reporting Person through the Family Trust as annuity payments. The Reporting Person expects to receive annuity payments from the trust annually.

(10) Shares held by the Family Trust. The Reporting Person is a trustee and beneficiary of the Family Trust, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Family Trust.

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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