

VEEVA SYSTEMS INC  
Form 4  
December 27, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ritter Gordon  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
VEEVA SYSTEMS INC [VEEV]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

C/O EMERGENCE CAPITAL, 160 BOVET ROAD, STE. 300  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/13/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SAN MATEO, CA 94402  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	12/13/2016		G <sup>(1)</sup>	23,240 D \$ 0 <sup>(1)</sup>	456,639	I	By the Ritter-Metzler Revocable Trust dated November 6, 2000 <sup>(2)</sup>
Class A Common Stock	12/22/2016 <sup>(3)</sup>		M	1,662 A \$ 0 <sup>(4)</sup>	3,323	D	

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

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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(4)	12/22/2016(3)		M	1,662	(5) (5)	Class A Common Stock	1,662

## Reporting Owners

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

## Signatures

/s/ Brian N. Savage,  
attorney-in-fact

12/27/2016

\*\*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) This was a bona fide gift with no payment in consideration.
- (2) 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.
- (3) 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.

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- (4) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Class A Common Stock of the Issuer.
- (5) On June 22, 2016, the Reporting Person was granted 6,645 RSUs under the Issuer's 2013 Equity Incentive Plan, of which 1/4 of the RSUs will vest on September 22, 2016, and the remaining RSUs vesting equally on a quarterly basis thereafter, subject to continued service on the Issuer's board of directors on the applicable vesting date.

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.