

Gassner Peter P
 Form 4
 January 12, 2018

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 *
 Gassner Peter P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O VEEVA SYSTEMS INC., 4280 HACIENDA DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/10/2018

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

PLEASANTON, CA 94588
 (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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code V				
Stock Option (right to buy)	\$ 60	01/10/2018	A	2,128,975	(1)	01/09/2028	Class A Common Stock	2,128,975
Stock Option (right to buy)	\$ 60	01/10/2018	A	177,415	(2)(3)	01/09/2028	Class A Common Stock	177,415
Stock Option (right to buy)	\$ 60	01/10/2018	A	177,415	(2)(4)	01/09/2028	Class A Common Stock	177,415
Stock Option (right to buy)	\$ 60	01/10/2018	A	177,415	(2)(5)	01/09/2028	Class A Common Stock	177,415
Stock Option (right to buy)	\$ 60	01/10/2018	A	177,415	(2)(6)	01/09/2028	Class A Common Stock	177,415

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gassner Peter P C/O VEEVA SYSTEMS INC. 4280 HACIENDA DRIVE PLEASANTON, CA 94588	X	X	Chief Executive Officer	

Signatures

/s/ Meaghan S. Nelson,
attorney-in-fact

01/12/2018

**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 option vests and becomes exercisable in 60 equal installments between February 1, 2020 and February 1, 2025, subject to the reporting person's continued service as the Issuer's Chief Executive Officer.

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- Each option is subject to the same service-based vesting schedule described in Footnote 1 above and is additionally subject to a stock price appreciation target which must be sustained for at least 60 consecutive trading days. Each option becomes vested and exercisable only once the service-based vesting condition is satisfied and the applicable stock price appreciation target is achieved.
- (2) The applicable stock price appreciation target is \$90/share.
 - (3) The applicable stock price appreciation target is \$100/share.
 - (4) The applicable stock price appreciation target is \$110/share.
 - (5) The applicable stock price appreciation target is \$120/share.
 - (6) The applicable stock price appreciation target is \$120/share.

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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