

VEEVA SYSTEMS INC
Form 4
October 23, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Cabral Timothy S

(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
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/21/2013 | | J ⁽¹⁾ | | 200,000 | D | 0 |
| Common Stock | 10/21/2013 | | J ⁽¹⁾ | | 250,000 | D | 0 |

By TC
2013
Annuity
Trust ⁽²⁾

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)

Edgar Filing: VEEVA SYSTEMS INC - Form 4

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title |
| Class B Common Stock | (3) | 10/21/2013 | | J(1) | 200,000 | (3) | (3) | Class A Common Stock |
| Class B Common Stock | (3) | 10/21/2013 | | J(1) | 250,000 | (3) | (3) | Class A Common Stock |
| Stock Option (right to buy) | \$ 0.13 | 10/21/2013 | | J(4) | 250,000 | (5) | 02/23/2020 | Common Stock |
| Stock Option (right to buy) | \$ 0.13 | 10/21/2013 | | J(4) | 250,000 | (5) | 02/23/2020 | Class B Common Stock |
| Stock Option (right to buy) | \$ 3.92 | 10/21/2013 | | J(4) | 1,333,333 | (6) | 03/09/2023 | Common Stock |
| Stock Option (right to buy) | \$ 3.92 | 10/21/2013 | | J(4) | 1,333,333 | (6) | 03/09/2023 | Class B Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cabral Timothy S C/O VEEVA SYSTEMS INC. 4637 CHABOT DRIVE, SUITE 210 PLEASANTON, CA 94588 | | | Chief Financial Officer | |

Signatures

/s/ Meaghan Nelson,
attorney-in-fact

10/23/2013

__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) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock automatically reclassified into one (1) share of Class B Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock (the "IPO").
- (2) Shares held by the TC 2013 Trust (the "TC Trust"). The Reporting Person is a trustee and beneficiary of the TC Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the TC Trust.

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
- (3) 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.
- (4) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock underlying the reported option automatically reclassified into one (1) share of Class B Common Stock immediately prior to the closing of the IPO.
- (5) The option shares may be exercised at any time. 191,666 of the option shares are vested and 58,334 of the option shares will vest ratably over four (4) months of continuous service by the Reporting Person after October 22, 2013.
- (6) 1/60th of the option shares will vest and become exercisable for each month of continuous service by the Reporting Person after February 1, 2014.

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.