

VEEVA SYSTEMS INC  
Form 4  
October 23, 2013

**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 \*  
Spain Kevin

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 94402

(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  
 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 Ownership (Instr. 4) |   |                                                       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|---|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                      |   |                                                       |
| Common Stock                    | 10/21/2013                           |                                                    | C <sup>(1)</sup>               |                                                                   | 35,000,000                                                                                    | A                                                        | <u>(1)</u> 35,000,000                      | I | By Emergence Capital Partners II, L.P. <sup>(2)</sup> |
| Common Stock                    | 10/21/2013                           |                                                    | J <sup>(3)</sup>               |                                                                   | 35,000,000                                                                                    | D                                                        | <u>(3)</u> 0                               | I | By Emergence Capital Partners II, L.P. <sup>(2)</sup> |
| Class A Common                  | 10/21/2013                           |                                                    | C <sup>(4)</sup>               |                                                                   | 500,000                                                                                       | A                                                        | <u>(5)</u> 500,000                         | I | By Emergence                                          |

|                      |            |  |                  |         |   |         |   |                                                       |
|----------------------|------------|--|------------------|---------|---|---------|---|-------------------------------------------------------|
| Stock                |            |  |                  |         |   |         |   | Capital Partners II, L.P. <sup>(2)</sup>              |
| Class A Common Stock | 10/21/2013 |  | S <sup>(4)</sup> | 500,000 | D | \$ 20 0 | I | By Emergence Capital Partners II, L.P. <sup>(2)</sup> |

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) |            | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Underlying (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|------------|----------------------------------------------------------|-----------------|------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A)                                                                | (D)        | Date Exercisable                                         | Expiration Date |                                          |
| Series A Convertible Preferred Stock       | <u>(1)</u>                                             | 10/21/2013                           |                                                    | C <sup>(1)</sup>               |                                                                    | 10,000,000 | <u>(1)</u>                                               | <u>(1)</u>      | Common Stock                             |
| Series B Convertible Preferred Stock       | <u>(1)</u>                                             | 10/21/2013                           |                                                    | C <sup>(1)</sup>               |                                                                    | 25,000,000 | <u>(1)</u>                                               | <u>(1)</u>      | Common Stock                             |
| Class B Common Stock                       | <u>(5)</u>                                             | 10/21/2013                           |                                                    | J <sup>(3)</sup>               |                                                                    | 35,000,000 | <u>(5)</u>                                               | <u>(5)</u>      | Class A Common Stock                     |
| Class B Common Stock                       | <u>(5)</u>                                             | 10/21/2013                           |                                                    | C <sup>(4)</sup>               |                                                                    | 500,000    | <u>(5)</u>                                               | <u>(5)</u>      | Class A Common Stock                     |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                         | Director      | 10% Owner | Officer | Other |
| Spain Kevin<br>C/O EMERGENCE CAPITAL<br>160 BOVET ROAD, STE. 300<br>SAN MATEO, CA 94402 | X             |           |         |       |

## 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) 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.
- (2) Shares held directly by Emergence Capital Partners II, L.P. ("Emergence"). The Reporting Person is a partner of Emergence Equity Partners II, L.P. ("EEP II", and together with Emergence, the "Emergence Entities"), which is the sole general partner of Emergence. The Reporting Person disclaims beneficial ownership of the reported shares held by Emergence except to the extent of his pecuniary interest therein, if any, by virtue of the partnership interests he owns in EEP II. The Reporting Person serves as a representative of the Emergence Entities on the Issuer's board of directors.
- (3) Immediately prior to the closing of the IPO and following the conversion of each series of the Issuer's convertible preferred stock into 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. Emergence sold Class A Common Stock to the underwriters in connection with the closing of the IPO.
- (5) 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.

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.