Cabral Timothy S
Form 4
April 12, 2019

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cabral Timothy S

(Last) (First) (Middle)

C/O VEEVA SYSTEMS INC., 4280 HACIENDA DRIVE

(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)
04/11/2019

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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 Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Ar Underlying Se (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy) [(1)]	$ 135.49	04/11/2019[(1)]	A		21,000		04/01/2020[(2)]	04/10/2029	Class A Common Stock
Restricted Stock Units	[(3)]	04/11/2019[(1)]	A		4,700		[(4)]	[(4)]	Class A Common Stock
Class B Common Stock	[(5)]	04/10/2019	J			10,000	[(5)]	[(5)]	Class A Common Stock
Class B Common Stock	[(5)]	04/10/2019	J			10,000	[(5)]	[(5)]	Class A Common Stock
Class B Common Stock	[(5)]	04/10/2019	J		20,000		[(5)]	[(5)]	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cabral Timothy S C/O VEEVA SYSTEMS INC. 4280 HACIENDA DRIVE PLEASANTON, CA 94588			Chief Financial Officer	

Signatures

/s/ Meaghan S. Nelson, attorney-in-fact	04/12/2019
**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) 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.

(2) The options were granted under the Issuer's 2013 Equity Incentive Plan ("Plan"). The Reporting Person vests ownership in this option over four years, with 25% of the shares subject to the award vesting April 1, 2020, and 1/4 of the shares vesting on an annual basis thereafter, subject to continued service to the Issuer by the Reporting Person.

(3) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Class A Common Stock of the Issuer.

(4) The RSUs were granted under the Issuer's 2013 Equity Incentive Plan. The Reporting Person vests ownership in the RSUs over one year with 25% of the RSUs vesting on July 1, 2019, and 25% of the RSUs vesting on a quarterly basis thereafter, subject to continued service to the Issuer by the Reporting Person.

(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.

(6) Represents the transfer of 10,000 shares of Class B Common Stock from the Reporting Person to the TC 2013 Annuity Trust (the "TC Trust") on April 10, 2019.

(7) Represents the transfer of 10,000 shares of Class B Common Stock from the Cabral Family Trust, dated April 17, 2001 (the "Cabral Family Trust") to the TC 2013 Annuity Trust (the "TC Trust") on April 10, 2019.

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

(9) Represents the transfer of 10,000 shares of Class B Common Stock from the Reporting Person to the TC Trust and 10,000 shares of Class B Common Stock from the Cabral Family Trust to the TC Trust as described in footnotes (6) and (7) above.

(10) Shares held by 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.

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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