

VEEVA SYSTEMS INC  
Form 4  
December 28, 2015

**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 \*  
Armenante Mark

(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)  
12/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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)<br>Code V Amount (D) Price                         |   |  |  |
| Class A Common Stock            | 12/23/2015                           |  | C                              | 2,500 A \$ 0  | 2,500   | I  | By Andrew M. Armenante Trust 2000 U/A dated July 14, 2000 <sup>(1)</sup> |
| Class A Common Stock            | 12/23/2015                           |  | S <sup>(2)</sup>               | 2,500 D \$ 28.842 <sup>(3)</sup> 0                            |   | I  | By Andrew M. Armenante Trust 2000 U/A dated                              |

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|                            |            |                  |       |   |                                 |       |   |   |
|----------------------------|------------|------------------|-------|---|---------------------------------|-------|---|---|
| Class A<br>Common<br>Stock | 12/24/2015 | C                | 2,500 | A | \$ 0                            | 2,500 | I | July 14,<br>2000 <sup>(1)</sup><br><br>By Andrew<br>M.<br>Armenante<br>Trust 2000<br>U/A dated<br>July 14,<br>2000 <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 12/24/2015 | S <sup>(2)</sup> | 2,500 | D | \$<br>28.9482<br><sup>(4)</sup> | 0     | I | By Andrew<br>M.<br>Armenante<br>Trust 2000<br>U/A dated<br>July 14,<br>2000 <sup>(1)</sup>  |
| Class A<br>Common<br>Stock | 12/23/2015 | C                | 2,500 | A | \$ 0                            | 2,500 | I | By<br>Christina E.<br>Armenante<br>Trust 2000<br>U/A dated<br>July 14,<br>2000 <sup>(5)</sup>                                     |
| Class A<br>Common<br>Stock | 12/23/2015 | S <sup>(2)</sup> | 2,500 | D | \$ 28.84<br><sup>(6)</sup>      | 0     | I | By<br>Christina E.<br>Armenante<br>Trust 2000<br>U/A dated<br>July 14,<br>2000 <sup>(5)</sup>                                     |
| Class A<br>Common<br>Stock | 12/24/2015 | C                | 2,500 | A | \$ 0                            | 2,500 | I | By<br>Christina E.<br>Armenante<br>Trust 2000<br>U/A dated<br>July 14,<br>2000 <sup>(5)</sup>                                     |
| Class A<br>Common<br>Stock | 12/24/2015 | S <sup>(2)</sup> | 2,500 | D | \$<br>28.9502<br><sup>(7)</sup> | 0     | I | By<br>Christina E.<br>Armenante<br>Trust 2000<br>U/A dated<br>July 14,<br>2000 <sup>(5)</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) (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) |                            |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|----|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |    |
| Class B Common Stock                       | (8)  | 12/23/2015                           |  | C                              | 2,500   | (8)  | (8)   | Class A Common Stock  | 2,500                      | \$ |
| Class B Common Stock                       | (8)  | 12/24/2015                           |  | C                              | 2,500   | (8)  | (8)   | Class A Common Stock  | 2,500                      | \$ |
| Class B Common Stock                       | (8)  | 12/23/2015                           |  | C                              | 2,500   | (8)  | (8)   | Class A Common Stock  | 2,500                      | \$ |
| Class B Common Stock                       | (8)  | 12/24/2015                           |  | C                              | 2,500   | (8)  | (8)   | Class A Common Stock  | 2,500                      | \$ |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Armenante Mark<br>C/O VEEVA SYSTEMS INC.<br>4280 HACIENDA DRIVE<br>PLEASANTON, CA 94588 |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Meaghan S. Nelson,<br>attorney-in-fact | 12/28/2015 |
| **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) Shares held by Andrew M. Armenante Trust 2000 dated July 14, 2000 (the "Andrew Armenante Trust"). The Reporting Person is a trustee of the trust and a family member of Andrew Armenante, the beneficiary of the Andrew Armenante Trust, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Andrew Armenante Trust.

(2) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.6000 to \$28.9900 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.8500 to \$29.0000 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4).

(5) Shares held by the Christina E. Armenante Trust 2000 dated July 14, 2000 (the "Christina Armenante Trust"). The Reporting Person is a trustee of the trust and a family member of Christina Armenante, the beneficiary of the Christina Armenante Trust, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Christina Armenante Trust.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.6000 to \$28.9900 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (6).

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.8500 to \$28.9950 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (7).

(8) 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. 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.

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