VEEVA SYSTEMS INC
Form 4
December 03, 2014

# 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 *
Sohn Young A

(Last) (First) (Middle)

C/O VEEVA SYSTEMS INC., 4637 CHABOT DRIVE STE. 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)
12/01/2014

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 (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 | | | |
| Class A Common Stock | 12/01/2014 | | C | | 25,000 | A | $ 0 | 25,000 | D | |
| Class A Common Stock | 12/01/2014 | | S(1) | | 23,200 | D | $ 31.247 (2) | 1,800 | D | |
| Class A Common Stock | 12/01/2014 | | S(1) | | 1,800 | D | $ 32.1994 (3) | 0 | D | |
| Class A Common | 12/02/2014 | | C | | 25,000 | A | $ 0 | 25,000 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Stock | | | | | | | | |
| Class A Common Stock | 12/02/2014 | S[(1)] | 25,000 | D | $ 30.8918 [(4)] | 0 | D | |
| Class A Common Stock | 12/01/2014 | C | 2,500 | A | $ 0 | 2,500 | I | By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 [(5)] |
| Class A Common Stock | 12/01/2014 | S[(1)] | 2,500 | D | $ 32.7 | 0 | I | By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 [(5)] |
| Class A Common Stock | 12/02/2014 | C | 2,500 | A | $ 0 | 2,500 | I | By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 [(5)] |
| Class A Common Stock | 12/02/2014 | S[(1)] | 2,500 | D | $ 31.03 | 0 | I | By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 [(5)] |

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** SEC 1474 (9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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. P Deri Secu (Ins |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B Common Stock | (6) | 12/01/2014 | | C | | | 25,000 | (6) | (6) | Class A Common Stock | 25,000 | |
| Class B Common Stock | (6) | 12/02/2014 | | C | | | 25,000 | (6) | (6) | Class A Common Stock | 25,000 | |
| Class B Common Stock | (6) | 12/01/2014 | | C | | | 2,500 | (6) | (6) | Class A Common Stock | 2,500 | |
| Class B Common Stock | (6) | 12/02/2014 | | C | | | 2,500 | (6) | (6) | Class A Common Stock | 2,500 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|

| | Director | 10% Owner | Officer | Other |
|---|---|---|---|---|
| Sohn Young A<br>C/O VEEVA SYSTEMS INC.<br>4637 CHABOT DRIVE STE. 210<br>PLEASANTON, CA 94588 | | | X | |

# Signatures

| | |
|---|---|
| /s/ Meaghan Nelson, attorney-in-fact | 12/03/2014 |
| **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 sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.

**(2)** The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $30.7700 to $31.7699 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 (2).

**(3)** The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $31.9400 to $32.7000 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 $30.4000 to $31.0700 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 Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 (the "Sohn GRAT"). The Reporting Person is a trustee and beneficiary of the Sohn GRAT and may be deemed to share voting and dispositive power with regard to the reported shares held by the Sohn GRAT.

**(6)** 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.
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.