

VEEVA SYSTEMS INC
Form 4
February 06, 2015

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 *
Armenante Mark

2. Issuer Name and Ticker or Trading Symbol
VEEVA SYSTEMS INC [VEEV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

C/O VEEVA SYSTEMS INC., 4637 CHABOT DRIVE, SUITE 210

02/04/2015

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PLEASANTON, CA 94588

(City) (State) (Zip)

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	02/04/2015		C	25,000 A \$ 0	25,000	D	
Class A Common Stock	02/04/2015		S ⁽¹⁾	24,700 D \$ 29.6757	300	D	
Class A Common Stock	02/04/2015		S ⁽¹⁾	300 D \$ 30.3433	0	D	
Class A Common	02/05/2015		C	25,000 A \$ 0	25,000	D	

Edgar Filing: VEEVA SYSTEMS INC - Form 4

Stock

Class A Common Stock	02/05/2015	<u>S⁽¹⁾</u>	23,000	D	\$ 29.8284 <u>(4)</u>	2,000	D
----------------------------	------------	------------------------	--------	---	-----------------------------	-------	---

Class A Common Stock	02/05/2015	<u>S⁽¹⁾</u>	2,000	D	\$ 30.6937 <u>(5)</u>	0	D
----------------------------	------------	------------------------	-------	---	-----------------------------	---	---

Class A Common Stock	02/04/2015	C	2,500	A	\$ 0	2,500	I
----------------------------	------------	---	-------	---	------	-------	---

By Mark A.
Armenante
Grantor
Retained
Annuity
Trust dated
May 20,
2013 (6)

Class A Common Stock	02/04/2015	<u>S⁽¹⁾</u>	2,500	D	\$ 29.6938 <u>(7)</u>	0	I
----------------------------	------------	------------------------	-------	---	-----------------------------	---	---

By Mark A.
Armenante
Grantor
Retained
Annuity
Trust dated
May 20,
2013 (6)

Class A Common Stock	02/05/2015	C	2,500	A	\$ 0	2,500	I
----------------------------	------------	---	-------	---	------	-------	---

By Mark A.
Armenante
Grantor
Retained
Annuity
Trust dated
May 20,
2013 (6)

Class A Common Stock	02/05/2015	<u>S⁽¹⁾</u>	2,400	D	\$ 29.8309 <u>(8)</u>	100	I
----------------------------	------------	------------------------	-------	---	-----------------------------	-----	---

By Mark A.
Armenante
Grantor
Retained
Annuity
Trust dated
May 20,
2013 (6)

Class A Common Stock	02/05/2015	<u>S⁽¹⁾</u>	100	D	\$ 30.68	0	I
----------------------------	------------	------------------------	-----	---	----------	---	---

By Mark A.
Armenante
Grantor
Retained
Annuity
Trust dated
May 20,
2013 (6)

Class A Common Stock	02/04/2015	C	2,500	A	\$ 0	2,500	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾
Class A Common Stock	02/04/2015	S ⁽¹⁾	2,500	D	\$ 29.6964 <u>(10)</u>	0	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾
Class A Common Stock	02/05/2015	C	2,500	A	\$ 0	2,500	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾
Class A Common Stock	02/05/2015	S ⁽¹⁾	2,400	D	\$ 29.8302 <u>(11)</u>	100	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾
Class A Common Stock	02/05/2015	S ⁽¹⁾	100	D	\$ 30.68	0	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated

May 20,
2013 ⁽⁹⁾

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)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(12)</u>	02/04/2015		C	25,000	<u>(12)</u>	<u>(12)</u>	Class A Common Stock	25,000
Class B Common Stock	<u>(12)</u>	02/05/2015		C	25,000	<u>(12)</u>	<u>(12)</u>	Class A Common Stock	25,000
Class B Common Stock	<u>(12)</u>	02/04/2015		C	2,500	<u>(12)</u>	<u>(12)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(12)</u>	02/05/2015		C	2,500	<u>(12)</u>	<u>(12)</u>	Class A Common Stock	2,500
	<u>(12)</u>	02/04/2015		C	2,500	<u>(12)</u>	<u>(12)</u>		2,500

Edgar Filing: VEEVA SYSTEMS INC - Form 4

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.4300 to \$30.4299 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.4300 to \$30.9200 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 (5).

(6) Shares held by the Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Mark Armenante GRAT"). The Reporting Person is a trustee and beneficiary of the Mark Armenante GRAT, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Mark Armenante GRAT.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.3500 to \$30.2900 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.5200 to \$30.5199 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 (8).

(9) Shares held by the Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Elizabeth Armenante GRAT"). The Reporting Person is a trustee and family member of Elizabeth Armenante, the beneficiary of the Elizabeth Armenante GRAT, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Elizabeth Armenante GRAT.

(10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.3500 to \$30.2950 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 (10).

(11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.5000 to \$30.4999 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 (11).

(12) 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.