

VEEVA SYSTEMS INC
Form 4
December 10, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)
12/08/2014

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

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 12/08/2014 | | C | 25,000 | A \$ 0 | 25,000 | D |
| Class A Common Stock | 12/08/2014 | | S ⁽¹⁾ | 25,000 | D \$ 30.8044 | 0 | D |
| Class A Common Stock | 12/09/2014 | | C | 25,000 | A \$ 0 | 25,000 | D |
| Class A Common Stock | 12/09/2014 | | S ⁽¹⁾ | 18,991 | D \$ 30.243 | 6,009 | D |

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| | | | | | | | | |
|----------------------------|------------|------------------------|-------|---|-----------------------------|-------|--|--|
| Stock | | | | | | | | |
| Class A Common Stock | 12/09/2014 | <u>S⁽¹⁾</u> | 6,009 | D | \$ 30.7948 <u>(4)</u> | 0 | | D |
| | | | | | | | | By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u> |
| Class A Common Stock | 12/08/2014 | C | 2,500 | A | \$ 0 | 2,500 | | I |
| | | | | | | | | By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u> |
| Class A Common Stock | 12/08/2014 | <u>S⁽¹⁾</u> | 2,500 | D | \$ 30.7738 <u>(6)</u> | 0 | | I |
| | | | | | | | | By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u> |
| Class A Common Stock | 12/09/2014 | C | 2,500 | A | \$ 0 | 2,500 | | I |
| | | | | | | | | By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u> |
| Class A Common Stock | 12/09/2014 | <u>S⁽¹⁾</u> | 1,800 | D | \$ 30.2317 <u>(7)</u> | 700 | | I |
| | | | | | | | | By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u> |
| Class A Common Stock | 12/09/2014 | <u>S⁽¹⁾</u> | 700 | D | \$ 30.7729 <u>(8)</u> | 0 | | I |
| | | | | | | | | By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u> |
| Class A Common Stock | 12/08/2014 | C | 2,500 | A | \$ 0 | 2,500 | | I |
| | | | | | | | | By Elizabeth T. |

| | | | | | | | | |
|----------------------------|------------|------------------------|-------|---|------------------------------|-------|---|--|
| Class A Common Stock | 12/08/2014 | <u>S⁽¹⁾</u> | 2,500 | D | \$ 30.7652 <u>(10)</u> | 0 | I | Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾ By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾ By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾ |
| Class A Common Stock | 12/09/2014 | C | 2,500 | A | \$ 0 | 2,500 | I | Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾ By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾ |
| Class A Common Stock | 12/09/2014 | <u>S⁽¹⁾</u> | 1,800 | D | \$ 30.2267 <u>(11)</u> | 700 | I | Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾ By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾ |
| Class A Common Stock | 12/09/2014 | <u>S⁽¹⁾</u> | 700 | D | \$ 30.78 <u>(12)</u> | 0 | I | Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁹⁾ |

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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. P | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (13) | 12/08/2014 | | C | 25,000 | (13) (13) | Class A Common Stock | 25,000 | |
| Class B Common Stock | (13) | 12/09/2014 | | C | 25,000 | (13) (13) | Class A Common Stock | 25,000 | |
| Class B Common Stock | (13) | 12/08/2014 | | C | 2,500 | (13) (13) | Class A Common Stock | 2,500 | |
| Class B Common Stock | (13) | 12/09/2014 | | C | 2,500 | (13) (13) | Class A Common Stock | 2,500 | |
| Class B Common Stock | (13) | 12/08/2014 | | C | 2,500 | (13) (13) | Class A Common Stock | 2,500 | |

| | | | | | | | | | |
|----------------------------|------|------------|--|---|-------|------|------|----------------------------|-------|
| Class B Common Stock | (13) | 12/09/2014 | | C | 2,500 | (13) | (13) | Class A Common Stock | 2,500 |
|----------------------------|------|------------|--|---|-------|------|------|----------------------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Armenante Mark C/O VEEVA SYSTEMS INC. 4637 CHABOT DRIVE, SUITE 210 PLEASANTON, CA 94588 | X | X | | |

Signatures

/s/ Meaghan Nelson,
attorney-in-fact

12/10/2014

**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 \$30.4800 to \$31.2500 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 \$29.6900 to \$30.6899 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 \$30.6900 to \$30.9700 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 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

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with regard to the reported shares held by the Mark Armenante GRAT.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.5200 to \$31.1600 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 \$29.6900 to \$30.6899 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 \$30.6900 to \$30.8100 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 \$30.4900 to \$31.1600 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 \$29.6800 to \$30.6799 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.6800 to \$30.8300 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 (12).

(13) 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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