

VEEVA SYSTEMS INC
Form 4
November 25, 2015

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

(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)
11/23/2015

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 11/23/2015 | | C | 62,500 | A \$ 0 | 82,500 | D |
| Class A Common Stock | 11/23/2015 | | S ⁽¹⁾ | 62,500 | D \$ 27.0484 | 20,000 | D |
| Class A Common Stock | 11/24/2015 | | C | 62,500 | A \$ 0 | 82,500 | D |
| Class A Common Stock | 11/24/2015 | | S ⁽¹⁾ | 62,500 | D \$ 27.2649 | 20,000 | D |

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| Stock | | <u>(3)</u> | | | | | | |
|----------------------------|------------|------------------------|-------|---|-----------------------------|-------|---|---|
| Class A Common Stock | 11/23/2015 | C | 6,250 | A | \$ 0 | 6,250 | I | By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁴⁾ |
| Class A Common Stock | 11/23/2015 | <u>S⁽¹⁾</u> | 6,250 | D | \$ 27.0438 <u>(5)</u> | 0 | I | By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁴⁾ |
| Class A Common Stock | 11/24/2015 | C | 6,250 | A | \$ 0 | 6,250 | I | By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁴⁾ |
| Class A Common Stock | 11/24/2015 | <u>S⁽¹⁾</u> | 6,250 | D | \$ 27.2594 <u>(6)</u> | 0 | I | By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁴⁾ |
| Class A Common Stock | 11/23/2015 | C | 6,250 | A | \$ 0 | 6,250 | I | By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁷⁾ |
| Class A Common Stock | 11/23/2015 | <u>S⁽¹⁾</u> | 6,250 | D | \$ 27.0474 <u>(8)</u> | 0 | I | By Elizabeth T. Armenante |

| | | | | | | | | |
|----------------------------|------------|------------------|-------|---|----------------------------------|-------|---|--|
| Class A Common Stock | 11/24/2015 | C | 6,250 | A | \$ 0 | 6,250 | I | Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁷⁾ By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁷⁾ |
| Class A Common Stock | 11/24/2015 | S ⁽¹⁾ | 6,250 | D | \$ 27.2592 ⁽⁹⁾ | 0 | I | By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 ⁽⁷⁾ |
| Class A Common Stock | 11/23/2015 | C | 2,500 | A | \$ 0 | 2,500 | I | By Andrew M. Armenante Trust 2000 U/A dated July 14, 2000 ⁽¹⁰⁾ |
| Class A Common Stock | 11/23/2015 | S ⁽¹⁾ | 2,500 | D | \$ 27.0468 ⁽¹¹⁾ | 0 | I | By Andrew M. Armenante Trust 2000 U/A dated July 14, 2000 ⁽¹⁰⁾ |
| Class A Common Stock | 11/24/2015 | C | 2,500 | A | \$ 0 | 2,500 | I | By Andrew M. Armenante Trust 2000 U/A dated July 14, 2000 ⁽¹⁰⁾ |

| | | | | | | | | |
|----------------------------|------------|------------------|-------|---|------------------------------|-------|---|--|
| Class A Common Stock | 11/24/2015 | S ⁽¹⁾ | 2,500 | D | \$ 27.2688 <u>(12)</u> | 0 | I | By Andrew M. Armenante Trust 2000 U/A dated July 14, 2000 ⁽¹⁰⁾ |
| Class A Common Stock | 11/23/2015 | C | 2,500 | A | \$ 0 | 2,500 | I | By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 ⁽¹³⁾ |
| Class A Common Stock | 11/23/2015 | S ⁽¹⁾ | 2,500 | D | \$ 27.0506 <u>(14)</u> | 0 | I | By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 ⁽¹³⁾ |
| Class A Common Stock | 11/24/2015 | C | 2,500 | A | \$ 0 | 2,500 | I | By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 ⁽¹³⁾ |
| Class A Common Stock | 11/24/2015 | S ⁽¹⁾ | 2,500 | D | \$ 27.2728 <u>(15)</u> | 0 | I | By Christina E. Armenante Trust 2000 U/A dated July 14, 2000 ⁽¹³⁾ |

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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P. Der. Sec. (Ins) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|

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| Derivative Security | | | or Disposed of | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|----------------------|------|------------|----------------|-------|------------------|-----------------|-------|----------------------------|--------|
| | | | (D) | (D) | | | | | |
| | (16) | | Code | V (A) | (D) | | | | |
| Class B Common Stock | (16) | 11/23/2015 | C | | 62,500 | (16) | (16) | Class A Common Stock | 62,500 |
| Class B Common Stock | (16) | 11/24/2015 | C | | 62,500 | (16) | (16) | Class A Common Stock | 62,500 |
| Class B Common Stock | (16) | 11/23/2015 | C | | 6,250 | (16) | (16) | Class A Common Stock | 6,250 |
| Class B Common Stock | (16) | 11/24/2015 | C | | 6,250 | (16) | (16) | Class A Common Stock | 6,250 |
| Class B Common Stock | (16) | 11/23/2015 | C | | 6,250 | (16) | (16) | Class A Common Stock | 6,250 |
| Class B Common Stock | (16) | 11/24/2015 | C | | 6,250 | (16) | (16) | Class A Common Stock | 6,250 |

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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.7600 to \$27.2700 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).
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.9800 to \$27.4300 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).
- (3) 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.7800 to \$27.2600 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).
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.9800 to \$27.4000 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).
- (6) 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.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.8000 to \$27.2700 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).
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.9800 to \$27.4000 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 (9).
- (9) 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.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.8400 to \$27.2600 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).
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.0000 to \$27.3800 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).
- (12) 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.8400 to \$27.2600 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 (14).
- (14)

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(15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.0000 to \$27.3800 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 (15).

(16) 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.