

VEEVA SYSTEMS INC  
Form 4  
October 23, 2013

**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 \*  
Wallach Matthew J

(Last) (First) (Middle)

C/O VEEVA SYSTEMS INC., 4637  
CHABOT DRIVE, SUITE 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)  
10/21/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	
Common Stock	10/21/2013		J <sup>(1)</sup>		2,900,000	D	0	D
Common Stock	10/21/2013		J <sup>(1)</sup>		300,000	D	0	I
Common Stock	10/21/2013		J <sup>(1)</sup>		300,000	D	0	I

By Matt Wallach  
2012 Irrevocable Trust <sup>(2)</sup>  
By Matt Wallach  
2013 Irrevocable Trust <sup>(3)</sup>

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Class A Common Stock	10/21/2013	C <sup>(4)</sup>	500,000	A	5	500,000	D
Class A Common Stock	10/21/2013	S <sup>(4)</sup>	500,000	D	\$ 20 0		D

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock	5	10/21/2013		J <sup>(1)</sup>		2,900,000		5	5	Class A Common Stock
Class B Common Stock	5	10/21/2013		C <sup>(4)</sup>		500,000		5	5	Class A Common Stock
Class B Common Stock	5	10/21/2013		J <sup>(1)</sup>		300,000		5	5	Class A Common Stock
Class B Common Stock	5	10/21/2013		J <sup>(1)</sup>		300,000		5	5	Class A Common Stock
Stock Option (right to buy)	\$ 3.92	10/21/2013		J <sup>(6)</sup>		1,333,333		7	03/09/2023	Common Stock
Stock Option (right to	\$ 3.92	10/21/2013		J <sup>(6)</sup>		1,333,333		7	03/09/2023	Class B Common Stock

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wallach Matthew J C/O VEEVA SYSTEMS INC. 4637 CHABOT DRIVE, SUITE 210 PLEASANTON, CA 94588			President	

## Signatures

/s/ Meaghan Nelson,  
attorney-in-fact

10/23/2013

\_\_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) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock automatically reclassified into one (1) share of Class B Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock (the "IPO").  
The shares are held directly by the Matt Wallach 2012 Irrevocable Trust (the "2012 Trust"). The Reporting Person is a trustee and beneficiary of the 2012 Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the 2012 Trust.
- (2) The shares are held directly by the Matt Wallach 2013 Irrevocable Trust (the "2013 Trust"). The Reporting Person is a trustee and beneficiary of the 2013 Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the 2013 Trust.
- (3) Each share of Class A Common Stock was issued upon conversion of one (1) share of Class B Common Stock. The Reporting Person sold Class A Common Stock to the underwriters in connection with the closing of the IPO.  
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 in effect after the closing of the IPO. 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.
- (4) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock underlying the reported option automatically reclassified into one (1) share of Class B Common Stock immediately prior to the closing of the IPO.
- (5) 1/60th of the option shares will vest and become exercisable for each month of continuous service by the Reporting Person after February 1, 2014.
- (6)
- (7)

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.