

VEEVA SYSTEMS INC
Form 4
December 04, 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 *
Ritter Gordon

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O EMERGENCE CAPITAL, 160 BOVET ROAD, STE. 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2014

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

SAN MATEO, CA 94402

(City) (State) (Zip)

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

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	12/02/2014		J ⁽¹⁾		4,500,000	D	\$ 0 (2)	0	I	By Emergence Capital Partners II, L.P. ⁽³⁾
Class A Common Stock	12/02/2014		J ⁽⁴⁾		976,500	D	\$ 0 (2)	0	I	By Emergence Equity Partners II, L.P. ⁽³⁾
Class A Common Stock	12/02/2014		J ⁽⁵⁾		279,364	A	\$ 0 (2)	279,364	I	By the Ritter-Metzler Revocable Trust dated

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- 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 except for certain permitted transfers described in, and transfers to any
- (2) "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.

- The sole general partner of Emergence is EEP II, and the sole general partner of EEP II is Emergence GP Partners, LLC ("EGP", and together with Emergence and EEP II, the "Emergence Entities"), and each of EEP II and EGP may be deemed to have sole voting and dispositive power with respect to the shares held by Emergence. Mr. Gordon Ritter, a partner of EEP II and a member of EGP, serves as a
- (3) representative of the Emergence Entities on the Issuer's board of directors. The Reporting Person disclaims beneficial ownership of the reported shares held by the Emergence Entities except to the extent of his pecuniary interest therein, if any, by virtue of the limited liability company interests he owns in EGP and the partnership interests he owns in EEP II.

- On December 2, 2014, EEP II received 976,500 shares of the Issuer's Class A Common Stock as a result of the pro rata in-kind distribution by Emergence for no consideration. EEP II then immediately distributed in-kind, without consideration, all 976,500 shares of
- (4) Class A Common Stock pro rata to its partners, in accordance with the exemption under Rule 16a-9(a) of the Securities Exchange Act of 1934, as amended.

- (5) Pro rata distribution from EEP II.

- (6) Shares held by The Ritter-Metzler Revocable Trust dated November 6, 2000 (the "Trust"). The Reporting Person is a trustee and beneficiary of the Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the Trust.

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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