

VEEVA SYSTEMS INC  
Form 4  
December 23, 2014

**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 \*  
Cabral Timothy S

(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)  
12/19/2014

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)  
Chief Financial Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase)	\$ 0.13	12/19/2014			M		60,000		(1)	02/23/2020	Class B Common Stock	60,000
Class B Common Stock	(2)	12/19/2014			A		60,000		(2)	(2)	Class A Common Stock	60,000
Class B Common Stock	(2)	10/15/2014			J		57,596		(2)	(2)	Class A Common Stock	57,596

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cabral Timothy S C/O VEEVA SYSTEMS INC. 4637 CHABOT DRIVE, SUITE 210 PLEASANTON, CA 94588			Chief Financial Officer	

## Signatures

/s/ Meaghan Nelson,  
attorney-in-fact

12/23/2014

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 option shares are fully vested and may be exercised at any time.

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

(2) 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.

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- Represents 60,000 shares of Class B Common Stock transferred from the Reporting Person to the Cabral Family Trust, dated April 17, 2001 (the "Cabral Family Trust"), subsequent to the exercise of Stock Options by the Reporting Person on December 19, 2014, and
- (3) 57,596 shares of Class B Common Stock transferred from the TC 2013 Annuity Trust (the "TC Trust") to the Cabral Family Trust on October 15, 2014.
- (4) Shares held by the Cabral Family Trust. The Reporting Person is a trustee and beneficiary of the Cabral Family Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the Cabral Family Trust.
- (5) Represents the transfer of 57,596 shares of Class B Common Stock from the TC Trust to the Cabral Family Trust as described in footnote (3) above.
- (6) Shares held by the TC Trust. The Reporting Person is a trustee and beneficiary of the TC Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the TC 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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