

Cabral Timothy S  
Form 4  
December 10, 2018

# FORM 4

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

OMB APPROVAL

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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

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)  
C/O VEEVA SYSTEMS INC., 4280 HACIENDA DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
12/06/2018

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

Chief Financial Officer

(Street)  
PLEASANTON, CA 94588

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

(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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	12/06/2018 <sup>(1)</sup>		C	30,000	A	\$ 0	30,000	D
Class A Common Stock	12/06/2018 <sup>(1)</sup>		C	10,000	A	\$ 0	40,000	D
Class A Common Stock	12/06/2018		S <sup>(2)</sup>	17,586	D	\$ 88.5668	22,414	D
Class A Common Stock	12/06/2018		S <sup>(2)</sup>	11,683	D	\$ 89.8061	10,731	D

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Stock										
					(4)					
Class A Common Stock	12/06/2018		S(2)	7,524	D	\$ 90.7877	3,207		D	
						(5)				
Class A Common Stock	12/06/2018		S(2)	3,207	D	\$ 91.5179	0		D	
						(6)				
Class A Common Stock	12/06/2018(1)		C	10,000	A	\$ 0	10,000		I	By TC 2013 Annuity Trust (7)
Class A Common Stock	12/06/2018		S(2)	10,000	D	\$ 88.6101	0		I	By TC 2013 Annuity Trust (7)
						(8)				

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to purchase)	\$ 3.92	12/06/2018(1)		M	30,000	(9) 03/09/2023	Class B Common Stock 30,000
Class B Common Stock	(10)	12/06/2018(1)		A	30,000	(10) (10)	Class A Common Stock 30,000
Class B Common Stock	(10)	12/06/2018(1)		C	30,000	(10) (10)	Class A Common Stock 30,000
Class B Common	(10)	12/06/2018(1)		C	10,000	(10) (10)	Class A Common 10,000



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- (9) 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

- (10) 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.

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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