

VEEVA SYSTEMS INC  
Form 4  
January 14, 2015

**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 \*  
Sohn Young A

(Last) (First) (Middle)

C/O VEEVA SYSTEMS INC., 4637  
CHABOT DRIVE STE. 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)  
01/12/2015

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			
				Code	V	Amount		
Class A Common Stock	01/12/2015		C	25,000	A	\$ 0	25,000	D
Class A Common Stock	01/12/2015		S <sup>(1)</sup>	25,000	D	\$ 28.8919	0	D
						<sup>(2)</sup>		
Class A Common Stock	01/13/2015		C	25,000	A	\$ 0	25,000	D
Class A Common	01/13/2015		S <sup>(1)</sup>	19,930	D	\$ 28.808	5,070	D
						<sup>(3)</sup>		

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Stock									
Class A Common Stock	01/13/2015	<u>S<sup>(1)</sup></u>	5,070	D	\$ 29.2857 <u>(4)</u>	0		D	
									By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 <sup>(5)</sup>
Class A Common Stock	01/12/2015	C	2,500	A	\$ 0	2,500		I	
									By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 <sup>(5)</sup>
Class A Common Stock	01/12/2015	<u>S<sup>(1)</sup></u>	2,500	D	\$ 28.8824 <u>(6)</u>	0		I	
									By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 <sup>(5)</sup>
Class A Common Stock	01/13/2015	C	2,500	A	\$ 0	2,500		I	
									By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 <sup>(5)</sup>
Class A Common Stock	01/13/2015	<u>S<sup>(1)</sup></u>	2,400	D	\$ 28.8633 <u>(7)</u>	100		I	
									By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 <sup>(5)</sup>
Class A Common Stock	01/13/2015	<u>S<sup>(1)</sup></u>	100	D	\$ 29.43	0		I	
									By Young Sohn

Grantor  
Retained  
Annuity  
Trust  
dated  
May 21,  
2013 <sup>(5)</sup>

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 Securities (Instr. 3 and 4)	8. P... Deriv... Secur... (Ins...)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(8)</u>	01/12/2015		C	25,000	<u>(8)</u> <u>(8)</u>	Class A Common Stock	25,000
Class B Common Stock	<u>(8)</u>	01/13/2015		C	25,000	<u>(8)</u> <u>(8)</u>	Class A Common Stock	25,000
Class B Common Stock	<u>(8)</u>	01/12/2015		C	2,500	<u>(8)</u> <u>(8)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(8)</u>	01/13/2015		C	2,500	<u>(8)</u> <u>(8)</u>	Class A Common Stock	2,500



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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.

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