

Zuppas Eleni Nitsa
Form 4
April 12, 2019

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 *
Zuppas Eleni Nitsa

(Last) (First) (Middle)

C/O VEEVA SYSTEMS INC., 4280
HACIENDA DRIVE

(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)
04/10/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Marketing Officer

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 | 04/10/2019 ⁽¹⁾ | | M | | 1,000 A \$ 0 | 12,738 | D |
| Class A Common Stock | 04/10/2019 ⁽¹⁾ | | C | | 2,000 A \$ 0 | 14,738 | D |
| Class A Common Stock | 04/10/2019 | | S ⁽²⁾ | | 3,000 D \$ 132.03 | 11,738 | 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) (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 |
| Stock Option (right to buy) | \$ 32.26 | 04/10/2019 ⁽¹⁾ | | M | 1,000 | ⁽³⁾ 03/14/2024 | Class A Common Stock |
| Stock Option (right to buy) | \$ 3.92 | 04/10/2019 ⁽¹⁾ | | M | 2,000 | ⁽³⁾ 03/25/2023 | Class B Common Stock |
| Class B Common Stock | ⁽⁴⁾ | 04/10/2019 ⁽¹⁾ | | A | 2,000 | ⁽⁴⁾ ⁽⁴⁾ | Class A Common Stock |
| Class B Common Stock | ⁽⁴⁾ | 04/10/2019 ⁽¹⁾ | | C | 2,000 | ⁽⁴⁾ ⁽⁴⁾ | Class A Common Stock |
| Stock Option (right to buy) ⁽¹⁾ | \$ 135.49 | 04/11/2019 ⁽¹⁾ | | A | 21,000 | 04/01/2020 ⁽⁵⁾ 04/10/2029 | Class Common Stock |
| Restricted Stock Units | ⁽⁶⁾ | 04/11/2019 ⁽¹⁾ | | A | 2,700 | ⁽⁷⁾ ⁽⁷⁾ | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zuppas Eleni Nitsa C/O VEEVA SYSTEMS INC. 4280 HACIENDA DRIVE | | | Chief Marketing Officer | |

PLEASANTON, CA 94588

Signatures

/s/ Meaghan S. Nelson,
attorney-in-fact

04/12/2019

__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) Transaction exempt from Section 16(b) of the Securities Exchange Act of 1934 (the "Act") pursuant to Rule 16b-6(b) promulgated under the Act.
- (2) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.
- (3) 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

- (4) 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.

The options were granted under the Issuer's 2013 Equity Incentive Plan ("Plan"). The Reporting Person vests ownership in this option

- (5) over four years, with 25% of the shares subject to the award vesting April 1, 2020, and 1/4 of the shares vesting on an annual basis thereafter, subject to continued service to the Issuer by the Reporting Person.
 - (6) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Class A Common Stock of the Issuer.
- The RSUs were granted under the Issuer's 2013 Equity Incentive Plan. The Reporting Person vests ownership in the RSUs over one year
- (7) with 25% of the RSUs vesting on July 1, 2019, and 25% of the RSUs vesting on a quarterly basis thereafter, subject to continued service to the Issuer by the Reporting Person.

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.