

Cabral Timothy S  
 Form 4  
 April 12, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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., 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)  
 04/11/2019

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 Financial 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 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 Underlying Security (Instr. 3 and 4)
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- (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 options were granted under the Issuer's 2013 Equity Incentive Plan ("Plan"). The Reporting Person vests ownership in this option 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.

- (3) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Class A Common Stock of the Issuer.

(4) The RSUs were granted under the Issuer's 2013 Equity Incentive Plan. The Reporting Person vests ownership in the RSUs over one year 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.

(5) 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 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.

(6) Represents the transfer of 10,000 shares of Class B Common Stock from the Reporting Person to the TC 2013 Annuity Trust (the "TC Trust") on April 10, 2019.

(7) Represents the transfer of 10,000 shares of Class B Common Stock from the Cabral Family Trust, dated April 17, 2001 (the "Cabral Family Trust") to the TC 2013 Annuity Trust (the "TC Trust") on April 10, 2019.

(8) 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.

(9) Represents the transfer of 10,000 shares of Class B Common Stock from the Reporting Person to the TC Trust and 10,000 shares of Class B Common Stock from the Cabral Family Trust to the TC Trust as described in footnotes (6) and (7) above.

(10) 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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