

VEEVA SYSTEMS INC  
Form 4  
October 23, 2013

**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 \*  
Ritter Gordon

(Last) (First) (Middle)

C/O EMERGENCE CAPITAL, 160 BOVET ROAD, STE. 300

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VEEVA SYSTEMS INC [VEEV]

3. Date of Earliest Transaction (Month/Day/Year)  
10/21/2013

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)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/21/2013		C <sup>(1)</sup>		35,000,000	A	<u>(1)</u> 35,000,000	I	By Emergence Capital Partners II, L.P. <sup>(2)</sup>
Common Stock	10/21/2013		J <sup>(3)</sup>		35,000,000	D	<u>(3)</u> 0	I	By Emergence Capital Partners II, L.P. <sup>(2)</sup>
Class A Common	10/21/2013		C <sup>(4)</sup>		500,000	A	<u>(5)</u> 500,000	I	By Emergence

Stock								Capital Partners II, L.P. <sup>(2)</sup>
Class A Common Stock	10/21/2013		S <sup>(4)</sup>	500,000	D	\$ 20 0	I	By Emergence Capital Partners II, L.P. <sup>(2)</sup>

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 (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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series A Convertible Preferred Stock	<u>(1)</u>	10/21/2013		C <sup>(1)</sup>		10,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(1)</u>	10/21/2013		C <sup>(1)</sup>		25,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock
Class B Common Stock	<u>(5)</u>	10/21/2013		J <sup>(3)</sup>		35,000,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Class B Common Stock	<u>(5)</u>	10/21/2013		C <sup>(4)</sup>		500,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritter Gordon C/O EMERGENCE CAPITAL 160 BOVET ROAD, STE. 300 SAN MATEO, CA 94402	X			

# Signatures

/s/ Meaghan Nelson, 10/23/2013  
attorney-in-fact

\_\_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) Each share of convertible preferred stock automatically converted into one (1) share of Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock (the "IPO"), and has no expiration date.
- (2) Shares held directly by Emergence Capital Partners II, L.P. ("Emergence"). The Reporting Person is a member of Emergence GP Partners, LLC ("EGP"), which is the sole general partner of Emergence Equity Partners II, L.P. ("EEP II", and together with Emergence and EGP, the "Emergence Entities"). EEP II is the sole general partner of Emergence. The Reporting Person disclaims beneficial ownership of the reported shares held by Emergence except to the extent of his pecuniary interest therein, if any, by virtue of the limited liability company interests he owns in EGP and the partnership interests he owns in EEP II. The Reporting Person serves as a representative of the Emergence Entities on the Issuer's board of directors.
- (3) Immediately prior to the closing of the IPO and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified, in an exempt transaction pursuant to Rule 16b-7, into one (1) share of Class B Common Stock.
- (4) Each share of Class A Common Stock was issued upon conversion of one (1) share of Class B Common Stock. Emergence sold Class A Common Stock to the underwriters in connection with the closing of the IPO.
- (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.

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.