

Cabral Timothy S
Form 4
September 07, 2018

FORM 4

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

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

OMB APPROVAL

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(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)

09/05/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/05/2018 ⁽¹⁾		C		30,000	A	\$ 0
					30,000		D
Class A Common Stock	09/05/2018 ⁽¹⁾		C		10,000	A	\$ 0
					40,000		D
Class A Common Stock	09/05/2018		S ⁽²⁾		5,657	D	\$ 99.0148 ⁽³⁾
					34,343		D
Class A Common	09/05/2018		S ⁽²⁾		9,270	D	\$ 99.9127 ⁽⁴⁾
					25,073		D

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Stock

Class A					\$		
Common	09/05/2018	S ⁽²⁾	3,200	D	101.0458	21,873	D
Stock					<u>(5)</u>		

Class A					\$		
Common	09/05/2018	S ⁽²⁾	15,192	D	101.9771	6,681	D
Stock					<u>(6)</u>		

Class A					\$		
Common	09/05/2018	S ⁽²⁾	5,681	D	102.8568	1,000	D
Stock					<u>(7)</u>		

Class A					\$		
Common	09/05/2018	S ⁽²⁾	1,000	D	103.52	0	D
Stock							

Class A								By TC
Common	09/05/2018 ⁽¹⁾	C	10,000	A	\$ 0	10,000	I	2103
Stock								Annuity
								Trust ⁽⁸⁾

Class A					\$			By TC
Common	09/05/2018	S ⁽²⁾	7,397	D	102.558	2,603	I	2013
Stock					<u>(9)</u>			Annuity
								Trust ⁽⁸⁾

Class A					\$			By TC
Common	09/05/2018	S ⁽²⁾	2,603	D	103.3256	0	I	2013
Stock					<u>(10)</u>			Annuity
								Trust ⁽⁸⁾

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date Date	Title Amount or Num of Sh
Stock Option	\$ 3.92	09/05/2018 ⁽¹⁾		M	30,000	⁽¹¹⁾ 03/09/2023	Class B Common 30,0

(right to purchase)								Stock	
Class B Common Stock	(12)	09/05/2018 ⁽¹⁾	A	30,000	(12)	(12)		Class A Common Stock	30,000
Class B Common Stock	(12)	09/05/2018 ⁽¹⁾	C	30,000	(12)	(12)		Class A Common Stock	30,000
Class B Common Stock	(12)	09/05/2018 ⁽¹⁾	C	10,000	(12)	(12)		Class A Common Stock	10,000
Class B Common Stock	(12)	09/05/2018 ⁽¹⁾	C	10,000	(12)	(12)		Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cabral Timothy S C/O VEEVA SYSTEMS INC. 4280 HACIENDA DRIVE PLEASANTON, CA 94588			Chief Financial Officer	

Signatures

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

09/07/2018

__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 a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.3900 to \$99.3700 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.4200 to \$100.3900 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.4600 to \$101.4300 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each

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separate price within the range set forth in this footnote.

- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.5200 to \$102.5100 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (6).

- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.5200 to \$103.3300 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (8) Shares held by the TC 2013 Annuity Trust (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.

- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.0400 to \$103.0000 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.0900 to \$103.5200 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (11) 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 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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