

O'Connor Michele  
Form 4  
April 12, 2019

**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 \*  
O'Connor Michele

(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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Accounting 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 04/11/2019 <sup>(1)</sup>               |                                                             | C                                    | 833                                                                     | A \$ 0                                                                                                             | 833                                                                     | D                                                                 |
| Class A<br>Common<br>Stock            | 04/11/2019                              |                                                             | S <sup>(2)</sup>                     | 833                                                                     | D \$<br>135.541                                                                                                    | 0                                                                       | D                                                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not  
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SEC 1474  
(9-02)

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**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                | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 3.92                                                | 04/11/2019 <sup>(1)</sup>            |                                                    | M                              |                                                                                         | 833                                                      |     | <sup>(3)</sup>                                              | 03/09/2023      | Class B Common Stock | 833                        |
| Class B Common Stock                       | <sup>(4)</sup>                                         | 04/11/2019 <sup>(1)</sup>            |                                                    | A                              |                                                                                         | 833                                                      |     | <sup>(4)</sup>                                              | <sup>(4)</sup>  | Class A Common Stock | 833                        |
| Class B Common Stock                       | <sup>(4)</sup>                                         | 04/11/2019 <sup>(1)</sup>            |                                                    | C                              |                                                                                         | 833                                                      |     | <sup>(4)</sup>                                              | <sup>(4)</sup>  | Class A Common Stock | 833                        |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 135.49                                              | 04/11/2019 <sup>(1)</sup>            |                                                    | A                              |                                                                                         | 2,010                                                    |     | 04/01/2020 <sup>(5)</sup>                                   | 04/10/2029      | Class A Common Stock | 2,010                      |
| Restricted Stock Units                     | <sup>(6)</sup>                                         | 04/11/2019 <sup>(1)</sup>            |                                                    | A                              |                                                                                         | 670                                                      |     | <sup>(7)</sup>                                              | <sup>(7)</sup>  | Class A Common Stock | 670                        |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                          |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                           | Director      | 10% Owner | Officer                  | Other |
| O'Connor Michele<br>C/O VEEVA SYSTEMS INC.<br>4280 HACIENDA DRIVE<br>PLEASANTON, CA 94588 |               |           | Chief Accounting Officer |       |

## Signatures

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

04/12/2019

<sup>(1)</sup>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. 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% 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.

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