

VEEVA SYSTEMS INC
Form 4
October 23, 2013

FORM 4

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

OMB APPROVAL

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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 *
Sohn Young A

(Last) (First) (Middle)

C/O VEEVA SYSTEMS INC., 4637
CHABOT DRIVE, SUITE 210

(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)
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 Beneficial Ownership (Instr. 4)
Common Stock	10/21/2013		C ⁽¹⁾	V	13,450,000 A <u>(1)</u>	13,450,000	D
Common Stock	10/21/2013		J ⁽²⁾		13,450,000 D <u>(2)</u>	0	D
Class A Common Stock	10/21/2013		C ⁽³⁾		500,000 A <u>(4)</u>	500,000	D
Class A Common Stock	10/21/2013		S ⁽³⁾		500,000 D \$ 20	0	D
	10/21/2013		C ⁽¹⁾		1,000,000 A <u>(1)</u>	1,000,000	I

Common Stock									By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 ⁽⁵⁾
Common Stock	10/21/2013		J ⁽²⁾	1,000,000	D	<u>(2)</u>	0	I	By Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 ⁽⁵⁾

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

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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 Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Series A Convertible Preferred Stock	<u>(1)</u>	10/21/2013		C ⁽¹⁾		13,450,000	<u>(1)</u>	<u>(1)</u>	Common Stock
Class B Common Stock	<u>(4)</u>	10/21/2013		J ⁽²⁾		13,450,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Class B Common Stock	<u>(4)</u>	10/21/2013		C ⁽³⁾		500,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Series A Convertible	<u>(1)</u>	10/21/2013		C ⁽¹⁾		1,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock

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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.

- (5) Shares held by the Young Sohn Grantor Retained Annuity Trust dated May 21, 2013 (the "Sohn GRAT"). The Reporting Person is a trustee and beneficiary of the Sohn GRAT and may be deemed to share voting and dispositive power with regard to the reported shares held by the Sohn GRAT.

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.