#### **VEEVA SYSTEMS INC**

Form 4 June 09, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Ad Ritter Gordo	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol VEEVA SYSTEMS INC [VEEV]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O EMERGENCE CAPITAL, 160 BOVET ROAD, STE. 300			(Month/Day/Year) 06/07/2016	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN MATEO, CA 94402			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non Dominative Committee Acc	guined Disposed of an Daneficially Owned			

(City)	(State)	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 a or Disposed of (Instr. 3, 4 an	of (D)	ed (A)	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)		
Class A Common Stock	06/07/2016		C(1)(2)	1,000,000	A	\$ 0 (3)	0	I	By Emergence Capital Partners II, L.P. (4)		
Class A Common Stock	06/07/2016		<u>J(1)</u>	1,000,000	D	\$ 0 (3)	0	I	By Emergence Capital Partners II, L.P. (4)		
Class A Common Stock	06/07/2016		J <u>(5)</u>	217,000	D	\$ 0 (3)	0	I	By Emergence Equity Partners II, L.P. (4)		

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Class A Common 06/07/2016

Stock

**J**(6) 62.081 667,213

By the Ritter-Metzler Revocable Trust dated November 6,  $2000^{(7)}$ 

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 Conversion Security or Exercise (Instr. 3) Price of Derivative

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

5. Number of **Transaction**Derivative Code Securities (Instr. 8) Acquired (A) or 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

Ι

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Exercisable

Amount or Number of Shares

Class B

Common <u>(3)</u> 06/07/2016 Stock

Security

 $C^{(2)}$ 

1,000,000

(3)

(3)

Class A Common 1,000,00 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/ Brian N. Savage, attorney-in-fact

06/09/2016

\*\*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).

Reporting Owners 2

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- On June 7, 2016, Emergence Capital Partners II, L.P. ("Emergence") converted in the aggregate 1,000,000 shares of the Issuer's Class B Common Stock into 1,000,000 shares of the Issuer's Class A Common Stock. Subsequently, Emergence distributed in-kind, without
- (1) consideration, all 1,000,000 shares of Class A Common Stock pro-rata to its partners, including its limited partners and its general partner, Emergence Equity Partners II, L.P. ("EEP II"), in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- (2) 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.
  - 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
- (3) Common Stock upon any transfer, whether or not for value except for certain permitted 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 sole general partner of Emergence is EEP II, and the sole general partner of EEP II is Emergence GP Partners, LLC ("EGP", and together with Emergence and EEP II, the "Emergence Entities"), and each of EEP II and EGP may be deemed to have sole voting and dispositive power with respect to the shares held by Emergence, and EGP may be deemed to have sole voting and dispositive power with
- (4) respect to the shares held by EEP II. Mr. Gordon Ritter, a partner of EEP II and a member of EGP, serves as a representative of the Emergence Entities on the Issuer's board of directors. The Reporting Person disclaims beneficial ownership of the reported shares held by the Emergence Entities except to the extent of his pecuniary interest therein, if any, by virtue of the limited liability company interest he owns in EGP and the partnership interest he owns in EEP II.
- On June 7, 2016, EEP II received 217,000 shares of the Issuer's Class A Common Stock as a result of the pro-rata in-kind distribution by Emergence for no consideration. EEP II then immediately distributed in-kind, without consideration, all 217,000 shares of Class A Common Stock pro-rata to its partners, in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- (6) Pro rata distribution from EEP II in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- Shares held by The Ritter-Metzler Revocable Trust dated November 6, 2000 (the "Trust"). The Reporting Person is a trustee and beneficiary of the Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the Trust. The Reporting Person disclaims beneficial ownership of the reported shares held by the Trust, except to the extent, if any, of his pecuniary interest therein.

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.