

VEEVA SYSTEMS INC
Form 4/A
January 07, 2016

FORM 4

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

OMB APPROVAL

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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 *
Wallach Matthew J

(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)
12/28/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
12/30/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | 12/28/2015 | | S(1) | 60,289 D 28.7771 (2) (3) | 0 | D | |
| Class A Common Stock | 12/29/2015 | | S(1) | 23,711 D 28.8689 (2) (4) | 0 | D | |

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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy) | \$ 3.92 | 12/28/2015 | | M | 60,289 (2) | (5) 03/09/2023(2) | Class B Common Stock (2) |
| Class B Common Stock | (6) | 12/28/2015 | | A | 60,289 (2) | (6) (6) | Class A Common Stock |
| Class B Common Stock | (6) | 12/28/2015 | | C | 60,289 | (6) (6) | Class A Common Stock |
| Class B Common Stock | (6) | 12/29/2015 | | C | 23,711 | (6) (6) | Class A Common Stock (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Wallach Matthew J C/O VEEVA SYSTEMS INC. 4280 HACIENDA DRIVE PLEASANTON, CA 94588 | | | President | |

Signatures

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

**Signature of Reporting Person

Date

01/07/2016

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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

(2) This amendment is being filed to correct certain clerical errors on the Form 4 filed on December 30, 2015 by the Reporting Person.

(3)

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The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.5800 to \$28.9800 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 (3).

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.7200 to \$28.9900 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).

(5) 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. 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.

(7) Represents (i) 900,000 shares of Class B Common Stock held by the Reporting Person and Cristina Wallach as joint tenants with right of survivorship and (ii) 360,722 shares of Class B Common Stock held directly by the Reporting Person.

(8) Represents (i) 900,000 shares of Class B Common Stock held by the Reporting Person and Cristina Wallach as joint tenants with right of survivorship and (ii) 300,433 shares of Class B Common Stock held directly by the Reporting Person.

(9) Represents (i) 900,000 shares of Class B Common Stock held by the Reporting Person and Cristina Wallach as joint tenants with right of survivorship and (ii) 276,722 shares of Class B Common Stock held directly 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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