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VEEVA SYSTEMS INC

Form 3

March 17, 2014

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

SECURITIES

30(h) of the Investment Company Act of 1940

OMB

3235-0104

OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

Number: Expires:

January 31, 2005

Estimated average burden hours per

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

response...

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

0.5

(Print or Type Responses)

1. Name and Address of Reporting

Person *

Â Ramsey Craig

(Last)

(First)

Statement

(Month/Day/Year)

10/15/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

VEEVA SYSTEMS INC [VEEV]

C/O VEEVA SYSTEMS

INC., 4637 CHABOT DRIVE

SUITE 210

(Street)

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

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

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

PLEASANTON, Â CAÂ 94588

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

(Middle)

2. Amount of Securities

Beneficially Owned (Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Form: Direct (D) or Indirect

(I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

Conversion or Exercise

Price of

5. Ownership Form of

Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

(Instr. 4)

Date **Expiration Title** Exercisable Date

Amount or Number of

Security: Derivative Security Direct (D)

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Shares or Indirect
(I)
(Instr. 5)

Series A Convertible Preferred Stock \hat{A} $\stackrel{(1)}{=}$ \hat{A} $\stackrel{(1)}{=}$ \hat{A} $\stackrel{(1)}{=}$ \hat{A} $\stackrel{(2)}{=}$ \hat{A} $\stackrel{(1)}{=}$ $\stackrel{(1$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ramsey Craig C/O VEEVA SYSTEMS INC.

4637 CHABOT DRIVE SUITE 210 PLEASANTON, CAÂ 94588 Â X Â Â

Signatures

/s/ Meaghan Nelson, Attorney-in-Fact 03/17/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Each share of convertible preferred stock will be automatically converted into one (1) share of Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock (the "IPO"), and has no expiration date.
 - Each share of Common Stock will be reclassified into one (1) share of Class B Common Stock immediately prior to the closing of the IPO. Each share of Class B Common Stock will be convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common
- (2) 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. 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.

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