

VEEVA SYSTEMS INC  
Form 4  
June 18, 2015

**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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**EMERGENCE CAPITAL  
PARTNERS II LP**

(Last) (First) (Middle)

160 BOVET ROAD, SUITE 300

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**VEEVA SYSTEMS INC [VEEV]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/16/2015

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)
Class A Common Stock	06/16/2015		C <sup>(1)</sup>	1,500,000	A \$ 0 <sup>(2)</sup> 1,500,000	I	By Emergence Capital Partners II, L.P. <sup>(3)</sup> <sup>(4)</sup>
Class A Common Stock	06/16/2015		S	1,500,000	D \$ 26.17 0	I	By Emergence Capital Partners II, L.P. <sup>(3)</sup> <sup>(4)</sup>

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

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(2)</u>	06/16/2015		C <u>(1)</u>		1,500,000		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	1,500,000

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMERGENCE CAPITAL PARTNERS II LP 160 BOVET ROAD, SUITE 300 SAN MATEO, CA 94402	X	X		
EMERGENCE EQUITY PARTNERS II, L.P. 160 BOVET ROAD, SUITE 300 SAN MATEO, CA 94402	X	X		
EMERGENCE GP PARTNERS, LLC 160 BOVET ROAD, SUITE 300 SAN MATEO, CA 94402	X	X		

\_\_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) Each share of Class A Common Stock was issued upon conversion of one (1) share of Class B Common Stock.

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

- (2) 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.

Shares held directly by Emergence Capital Partners II, L.P. ("Emergence"). The sole general partner of Emergence is Emergence Equity Partners II, L.P. ("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. EEP II disclaims beneficial ownership of the securities owned directly by Emergence, and this report shall not be deemed as an admission that it is the beneficial owner of such securities, except to the extent of its pecuniary interest therein, if any, by virtue of its general partner interests in Emergence.

- (3) (Continued from Footnote 4) EGP disclaims beneficial ownership of the securities owned directly by Emergence, and this report shall not be deemed as an admission that it is the beneficial owner of such securities, except to the extent of its pecuniary interest therein, if any, by virtue of its general partner interests in EEP II. Mr. Gordon Ritter, a member of EGP and partner of EEP II, serves as a representative of the Emergence Entities on the Issuer's board of directors.

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.