

Mateo Alan  
Form 4  
July 17, 2017

**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 \*  
Mateo Alan

(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)  
07/13/2017

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)

EVP Global Sales

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            | 07/13/2017 <sup>(1)</sup>            |                                                    | M                              |                                                                   | 1,750 A \$ 0 <sup>(2)</sup>                                                                   | 7,989                                                    | D                                                     |
| Class A Common Stock            | 07/14/2017                           |                                                    | S <sup>(3)</sup>               |                                                                   | 913 D \$ 63.6                                                                                 | 7,076                                                    | D                                                     |
| Class A Common Stock            | 07/14/2017 <sup>(1)</sup>            |                                                    | M                              |                                                                   | 8,024 A \$ 0                                                                                  | 15,100                                                   | D                                                     |
| Class A Common                  | 07/14/2017                           |                                                    | S <sup>(4)</sup>               |                                                                   | 9,115 D \$ 63.3117                                                                            | 5,985                                                    | D                                                     |

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Stock (5)

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

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(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 (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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units                     | (2)                                                    | 07/13/2017 <sup>(1)</sup>            |                                                    | M                              | 1,750                                                                          | (6) (6)                                                  | Class A Common Stock                                          | 1,750                         |
| Stock Option (right to buy)                | \$ 26.99                                               | 07/14/2017 <sup>(1)</sup>            |                                                    | M                              | 8,024                                                                          | (7) 04/30/2025                                           | Class A Common Stock                                          | 8,024                         |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |                        |       |
|-------------------------------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                                     | Director      | 10% Owner | Officer                | Other |
| Mateo Alan<br>C/O VEEVA SYSTEMS INC.<br>4280 HACIENDA DRIVE<br>PLEASANTON, CA 94588 |               |           | EVP<br>Global<br>Sales |       |

## Signatures

/s/ Richard C. Blake, attorney in fact 07/17/2017

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) 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.
- (2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Class A Common Stock of the Issuer.
- (3) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person and were made to cover taxes associated with RSU vesting on July 13, 2017.
- (4) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.  
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (5) \$63.0150 to \$63.6000 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 (5).  
On May 1, 2015, the Reporting Person was granted 35,000 RSUs under the Issuer's 2013 Equity Incentive Plan, of which 5.00% of the
- (6) RSUs vested on July 13, 2015, and 1/20th of the RSUs vesting for each quarter of continuous service to the Issuer by the Reporting Person.
- (7) The option shares are fully vested and may be exercised at any time.

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.