

VEEVA SYSTEMS INC  
Form SC 13G/A  
April 10, 2015

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

**SCHEDULE  
13G**

Under the  
Securities  
Exchange Act of  
1934

(Amendment No.  
4)\*

Veeva Systems  
Inc.  
(Name of Issuer)

Class A Common  
Stock  
(Title of Class of  
Securities)

922475108  
(CUSIP Number)

March 31, 2015  
(Date of event  
which requires  
filing of this  
statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule 13G is  
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 9  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF  
REPORTING  
PERSONS

1

Criterion Capital  
Management, LLC

2

CHECK  
THE  
APPROPRIATE  
BOX IF A  
MEMBER (b) "

3

OF A  
GROUP  
SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

4

California  
SOLE  
VOTING  
POWER

5

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6

0  
SHARED  
VOTING  
POWER

7

0  
SOLE  
DISPOSITIVE  
POWER

8

0  
SHARED  
DISPOSITIVE  
POWER

9

0  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING

PERSON

0

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0%  
TYPE OF  
REPORTING  
PERSON

12

IA, OO

NAMES OF  
REPORTING  
PERSONS

1

Christopher H. Lord

2

CHECK  
THE  
APPROPRIATE  
BOX IF A  
MEMBER (b) "

3

OF A  
GROUP  
SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

4

United States of  
America

5 SOLE  
VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 0  
SHARED  
VOTING  
POWER

7 0  
SOLE  
DISPOSITIVE  
POWER

8 0  
SHARED  
DISPOSITIVE  
POWER

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AGGREGATE  
AMOUNT  
BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

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CHECK BOX  
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AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0%  
TYPE OF  
REPORTING  
PERSON

12

HC, IN

NAMES OF  
REPORTING  
PERSONS

**1**

David Riley

**2**

CHECK  
THE  
APPROPRIATE  
BOX IF A  
MEMBER (b) "

**3**

OF A  
GROUP  
SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

**4**

United States of  
America

**5** SOLE  
VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**6** 0  
SHARED  
VOTING  
POWER

**7** 0  
SOLE  
DISPOSITIVE  
POWER

**8** 0  
SHARED  
DISPOSITIVE  
POWER

**9**

0  
AGGREGATE  
AMOUNT  
BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

0  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0%  
TYPE OF  
REPORTING  
PERSON

12

HC, IN



NAMES OF  
REPORTING  
PERSONS

**1**

Tomoko Fortune

**2**

CHECK  
THE  
APPROPRIATE  
BOX IF A  
MEMBER (b) "

**3**

OF A  
GROUP  
SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

**4**

United States of  
America

**5** SOLE  
VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**6** 0  
SHARED  
VOTING  
POWER

**7** 0  
SOLE  
DISPOSITIVE  
POWER

**8** 0  
SHARED  
DISPOSITIVE  
POWER

**9**

0  
AGGREGATE  
AMOUNT  
BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

0  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0%  
TYPE OF  
REPORTING  
PERSON

12

HC, IN

**Item 1(a). NAME OF ISSUER.**

The name of the issuer is Veeva Systems Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at 4637 Chabot Drive, Suite 210, Pleasanton, California 94588.

**Item 2(a). NAME OF PERSON FILING:**

This statement is filed by:

- (i) Criterion Capital Management, LLC ("Criterion Capital Management");
- (ii) Christopher H. Lord;
- (iii) David Riley; and
- (iv) Tomoko Fortune.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Sections 13 of the Securities Exchange Act of 1934, the beneficial owner of the Common Stock.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of the business office of each of the Reporting Persons is 4 Embarcadero Center, 34th Floor, San Francisco, CA 94111:

**Item 2(c). CITIZENSHIP:**

Criterion Capital Management is a limited liability company organized under the laws of the State of California. Messrs. Lord, Riley and Fortune are each citizens of the United States of America.

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Class A Common Stock (the "Common Stock").

**Item 2(e). CUSIP NUMBER:**

922475108

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
Employee benefit plan or endowment fund in accordance with
- (f)  Rule 13d-1(b)(1)(ii)(F);  
  
Parent holding company or control person in accordance with
- (g)  Rule 13d-1(b)(1)(ii)(G);  
Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (h)   
  
Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
- (i)  Investment Company Act (15 U.S.C. 80a-3);
- (j)  Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: April 10, 2015

Criterion Capital Management, LLC

By: /s/ Christopher H. Lord  
Name: Christopher H.  
Lord  
Title: Managing Partner

/s/ Christopher H. Lord  
Christopher H. Lord

/s/ David Riley  
David Riley

/s/ Tomoko Fortune  
Tomoko Fortune