VEEVA SYSTEMS INC
Form 4
March 23, 2015

FORM 4

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

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

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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).

(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)
03/19/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	03/19/2015		C[(1)]		3,000,000	A	$ 0 [(1)]	0	I	By Emergence Capital Partners II, L.P. [(2)]
Class A Common Stock	03/19/2015		J[(1)]		3,000,000	D	$ 0 [(1)]	0	I	By Emergence Capital Partners II, L.P. [(2)]
Class A Common	03/19/2015		J[(3)]		651,000	D	$ 0	0	I	By Emergence

Stock											Equity Partners II, L.P. (2)	

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

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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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)	03/19/2015		C(1)			3,000,000	(4)	(4)	Class A Common Stock	3,000,00

Reporting Owners

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		

Signatures

By: Emergence Capital Partners II, L.P., By: Emergence Equity Partners II, L.P., its sole general partner, By: Emergence GP Partners, LLC, its sole general partner, /s/ Gordon Ritter, Manager — 03/23/2015

**Signature of Reporting Person — Date

By: Emergence Equity Partners II, L.P., By: Emergence GP Partners, LLC, its sole general partner, /s/ Gordon Ritter, Manager — 03/23/2015

**Signature of Reporting Person — Date

By: Emergence GP Partners, LLC, /s/ Gordon Ritter, Manager — 03/23/2015

**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) On March 19, 2015, Emergence Capital Partners II, L.P. ("Emergence") converted in the aggregate 3,000,000 shares of the Issuer's Class B Common Stock into 3,000,000 shares of the Issuer's Class A Common Stock. Subsequently, Emergence distributed in-kind, without consideration, all 3,000,000 shares of Class A Common Stock pro-rata to its partners, including its limited partners and its general partner, Emergence Equity Partners II, L.P. ("EEP II"), in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

(2) The sole general partner of Emergence is 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"). Each of EEP II and EGP may be deemed to have sole voting and dispositive power with respect to the shares held by Emergence, and EGP may be deemed to have sole voting and dispositive power with respect to the shares held by 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.

(3) On March 19, 2015, EEP II received 651,000 shares of the Issuer's Class A Common Stock as a result of the pro-rata in-kind distribution by Emergence for no consideration. EEP II then immediately distributed in-kind, without consideration, all 651,000 shares of Class A Common Stock pro-rata to its partners, in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

(4) 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 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.

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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