

Ritter Gordon
Form 4
March 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
Ritter Gordon

(Last) (First) (Middle)

C/O EMERGENCE CAPITAL, 160
BOVET ROAD, STE. 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)

03/20/2018

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/20/2018		C ⁽¹⁾⁽²⁾		1,000,000	A	\$ 0 (3)
							0
							I
							By Emergence Capital Partners II, L.P. ⁽⁴⁾
Class A Common Stock	03/20/2018		J ⁽¹⁾		1,000,000	D	\$ 0 (3)
							0
							I
							By Emergence Capital Partners II, L.P. ⁽⁴⁾
Class A Common Stock	03/20/2018		J ⁽⁵⁾		217,000	D	\$ 0 (3)
							0
							I
							By Emergence Equity Partners II, L.P. ⁽⁴⁾

Class A Common Stock	03/20/2018	J ⁽⁶⁾	62,081	A	<u>\$ 0</u> <u>(3)</u>	388,401	I	By the Ritter-Metzler Revocable Trust dated November 6, 2000 ⁽⁷⁾
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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	⁽³⁾	03/20/2018		C ⁽²⁾	1,000,000	⁽³⁾	⁽³⁾	Class A Common Stock	1,000,000		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritter Gordon C/O EMERGENCE CAPITAL 160 BOVET ROAD, STE. 300 SAN MATEO, CA 94402		X		

Signatures

/s/ Meaghan S. Nelson,
attorney-in-fact

03/21/2018

 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).

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- On March 20, 2018, Emergence Capital Partners II, L.P. ("Emergence") converted in the aggregate 1,000,000 shares of the Issuer's Class B Common Stock into 1,000,000 shares of the Issuer's Class A Common Stock. Subsequently, Emergence distributed in-kind, without consideration, all 1,000,000 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.
- (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.
- 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.
- 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"), 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, 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 partner of EEP II and a member of EGP, serves on the Issuer's board of directors. The Reporting Person disclaims beneficial ownership of the reported shares held by the Emergence Entities except to the extent of his pecuniary interest therein, if any, by virtue of the limited liability company interest he owns in EGP and the partnership interest he owns in EEP II.
- On March 20, 2018, EEP II received 217,000 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 217,000 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.
- (5) Pro rata distribution from 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.
- Shares held by The Ritter-Metzler Revocable Trust dated November 6, 2000 (the "Trust"). The Reporting Person is a trustee and beneficiary of the Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the Trust. The Reporting Person disclaims beneficial ownership of the reported shares held by the Trust, except to the extent, if any, of his pecuniary interest therein.
- (7)

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.