

VEEVA SYSTEMS INC. 2018 ANNUAL REPORT &  
PROXY STATEMENT







May 4, 2018

Dear Fellow Stockholders:

Please join me and the Board of Directors at our 2018 Annual Meeting of Stockholders on Wednesday, June 13, 2018 at 12:00 p.m. Pacific Time, at our headquarters in Pleasanton, California.

Details regarding our Annual Meeting and the business to be conducted at the meeting are described in the attached Notice of 2018 Annual Meeting of Stockholders and Proxy Statement. We are pleased to furnish proxy materials to our stockholders over the Internet. We believe providing these materials electronically expedites stockholder receipt of them and lowers the cost and reduces the environmental impact of our Annual Meeting. We encourage you to read this information carefully.

Your vote is important to us. We hope you will vote as soon as possible. You may vote over the Internet, by telephone, by mailing a proxy card (if you have requested one), or in person at the Annual Meeting. Voting over the Internet, by telephone, or by mail will ensure your representation at the Annual Meeting regardless of whether you attend in person. Please review the instructions on the Notice of Internet Availability of Proxy Materials you received in the mail regarding your voting options.

Thank you for your ongoing support of Veeva.

Very truly yours,

A handwritten signature in black ink, appearing to read "Peter Gassner".

Peter P. Gassner  
*Chief Executive Officer and Director*

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# NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS

**Wednesday, June 13, 2018  
12:00 p.m. Pacific Time**

Veeva Systems Inc. Headquarters  
4280 Hacienda Drive, Pleasanton, California 94588

## Items of Business

- (1) Elect for three-year terms the two directors named in the Proxy Statement accompanying this notice to serve as Class II directors until 2021 or until their successors are duly elected and qualified;
- (2) Approve named executive officer compensation (on an advisory basis);
- (3) Ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2019; and
- (4) Transact such other business as may properly come before the meeting.

## Adjournments and Postponements

Any action on the items of business described above may be considered at the Annual Meeting or at any time and date to which the Annual Meeting may be properly adjourned or postponed.

## Record Date

You can vote if you were a stockholder of record as of the close of business on April 19, 2018 (the "Record Date").

## Voting

Your vote is very important. We encourage you to read the Proxy Statement and vote your shares over the Internet, by telephone, by mail, or in person at the Annual Meeting. For specific instructions on how to vote your shares, please see "Frequently Asked Questions and Answers" in the Proxy Statement.

On or about May 4, 2018, a Notice of Internet Availability of Proxy Materials (the "Notice") has been mailed to stockholders of record as of the Record Date. The Notice contains instructions on how to access our Proxy Statement for our 2018 Annual Meeting of Stockholders and our fiscal 2018 Annual Report (together, the proxy materials). The Notice also provides instructions on how to vote and includes instructions on how to receive a paper copy of proxy materials by mail. The proxy materials can be accessed directly at the following Internet address: [www.astproxyportal.com/ast/18559](http://www.astproxyportal.com/ast/18559).

By Order of the Board of Directors,

**Josh Faddis**  
Corporate Secretary

**May 4, 2018**

***Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 13, 2018: The Notice, Proxy Statement, and 2018 Annual Report to stockholders is available at [www.astproxyportal.com/ast/18559](http://www.astproxyportal.com/ast/18559).***

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## PROXY STATEMENT

This Proxy Statement is furnished in connection with solicitation of proxies by the Board of Directors (the “Board”) of Veeva Systems Inc. for use at the 2018 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at 12:00 p.m. Pacific Time on Wednesday, June 13, 2018, and at any postponements or adjournments thereof. The Annual Meeting will be held at our principal executive offices located at 4280 Hacienda Drive, Pleasanton, California 94588. On or about May 4, 2018, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”) containing instructions on how to access our proxy materials. As used in this Proxy Statement, the terms “Veeva,” “the Company,” “we,” “us,” and “our” mean Veeva Systems Inc. and its subsidiaries unless the context indicates otherwise.

## PROXY SUMMARY

This proxy summary highlights certain information in this Proxy Statement and does not contain all the information you should consider in voting your shares. Please review the entire Proxy Statement and our 2018 Annual Report carefully before voting. Page references are supplied to help you find further information in this Proxy Statement.

### Proposals Which Require Your Vote

Proposal		More Information	Board Recommendation	Broker Non-Votes	Abstentions	Votes Required for Approval
One	Elect for three-year terms Timothy C. Barabe and Gordon Ritter to serve as Class II directors until 2021 or until their successors are duly elected and qualified	Page 3	FOR all nominees	Will not count in nominee’s favor	Will not count in nominee’s favor	Plurality of votes voted at the Annual Meeting
Two	Approve (on an advisory basis) named executive officer compensation	Page 38	FOR	Do not impact outcome	Count as a vote AGAINST	Majority in voting power of the votes cast
Three	Ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2019	Page 39	FOR	Do not impact outcome	Do not impact outcome	Majority in voting power of the votes cast

### Eligibility to Vote (page 43)

You can vote if you were a stockholder of record as of the close of business on April 19, 2018 (the “Record Date”).

### How to Vote (page 43)

Your vote is important to us. Please exercise your right to vote as soon as possible. You can vote by any of the following methods:

#### Stockholders of Record

- Internet: [www.proxyvote.com](http://www.proxyvote.com) until 11:59 p.m. Eastern Time on Tuesday, June 12, 2018;
- Telephone: 1-800-776-9437 until 11:59 p.m. Eastern Time on Tuesday, June 12, 2018;
- Mail: Sign, date, and mail your proxy card; or
- In person: By attending the Annual Meeting and submitting a ballot.

## Proxy Summary

### ***Beneficial Owners of Shares Held in Street Name***

- Internet, Telephone, or Mail: Please refer to the voting instructions provided to you by your broker, trustee, or other nominee that holds your shares.
- In person: You must obtain a legal proxy from the broker, trustee, or other nominee that holds your shares giving you the right to vote the shares in person at the Annual Meeting.

### **Board Nominees (page 3)**

There are two nominees for election to the Board.

Name	Age	Veeva Director Since	Independent	Committee Membership
Timothy C. Barabe	65	2015	Yes	Audit Committee & Nominating and Governance Committee
Gordon Ritter	53	2008	Yes	Compensation Committee

### **Corporate Governance (page 14)**

#### **Executive Compensation (page 22)**

Since our initial public offering in October 2013, our Board and Compensation Committee have maintained a simple structure for our executive compensation programs. We have paid our NEOs cash compensation that is below the cash compensation levels paid by our peers, and we have emphasized long-term equity compensation in the form of stock options and restricted stock units. In fiscal 2018, our executive officers were paid nearly identical annual base salaries and none of our executive officers earned short-term cash incentive bonuses. Our executive compensation programs do not include formulaic or routine annual equity grants to all our executive officers although in each of the last few fiscal years, we have granted long-term equity to at least some of our executive officers for purposes of recalibrating compensation with our peers or standardizing our compensation approach amongst our executive officers.

Our Board and Compensation Committee have adhered to this executive compensation approach because they believe it is effective and is consistent with our compensation philosophy as described below.

In keeping with this approach, our Board approved an option grant to Mr. Gassner in late fiscal 2018 that places substantial emphasis on his long-term, equity-based incentive compensation relative to his annual cash compensation.

## PROPOSAL ONE: ELECTION OF DIRECTORS

*Our Board unanimously recommends a vote “FOR” each of the Class II nominees.*

Our Board may establish the authorized number of directors from time to time by resolution. Our Board is currently comprised of seven members who are divided into three classes with staggered three-year terms. A director serves in office until his respective successor is duly elected and qualified or until his earlier death or resignation. Our restated certificate of incorporation (“Certificate”) and amended and restated bylaws (“Bylaws”) that are currently in effect authorize only our Board to fill vacancies on our Board until the next annual meeting of stockholders. Any additional directorships resulting from an increase in the authorized number of directors would be distributed among the three classes so that, as nearly as possible, each class would consist of one-third of the authorized number of directors. Your proxy cannot be voted for a greater number of persons than the number of nominees named in this Proxy Statement.

### Information About Nominees and Incumbent Directors

#### *Nominees for Election at the Annual Meeting (Class II)*

Two Class II directors have been nominated for election at the Annual Meeting for three-year terms, each expiring in 2021. Upon the recommendation of our Nominating and Governance Committee, our Board has nominated Timothy C. Barabe and Gordon Ritter for election as Class II directors. Each of them was recommended as a nominee by the Nominating and Governance Committee. The term of office of each person elected as director will continue until such director’s term expires in 2021, or until such director’s successor has been duly elected and qualified.

Name	Age	Principal Occupation and Business Experience
<b>Timothy C. Barabe</b>	65	Mr. Barabe has served as a member of our Board since September 2015. He retired in 2013 as Executive Vice President and Chief Financial Officer of Affymetrix, Inc. Previously, from July 2006 until March 2010, he was Senior Vice President and Chief Financial Officer of Human Genome Sciences, Inc. Mr. Barabe served as Chief Financial Officer of Regent Medical Limited, a U.K.-based, privately owned, surgical supply company, from 2004 to 2006. He was with Novartis AG from 1982 through August 2004, where he served in a succession of senior executive positions in finance and general management, most recently as the Chief Financial Officer of Sandoz GmbH, the generic pharmaceutical subsidiary of Novartis. Mr. Barabe serves on the board of directors of ArQule, Inc. and Selecta Biosciences, Inc. and served on the board of directors of Opexa Therapeutics from March 2014 to September 2017. Mr. Barabe also serves on the board of directors of Vigilant Biosciences, a private medical device company, and Project Open Hand, a non-profit organization. He received his Bachelor of Business Administration degree in Finance from the University of Massachusetts (Amherst) and his Master of Business Administration from the University of Chicago. Mr. Barabe currently serves on our Audit Committee and chairs our Nominating and Governance Committee.

#### **Qualifications**

Our Board determined that Mr. Barabe should serve as a director based on his extensive executive experience in the life sciences industry and his experience as a finance executive.

## Proposal One

Name	Age	Principal Occupation and Business Experience
<b>Gordon Ritter</b>	53	Mr. Ritter has served as a member of our Board since May 2008 and serves as chairman of our Board. Mr. Ritter has been a General Partner at Emergence Capital Partners, a venture capital firm he founded, since June 2002. Prior to founding Emergence, Mr. Ritter was co-founder and Chief Executive Officer of Software As Service, Inc., a web services platform company. Prior to founding Software As Service, Mr. Ritter served as Vice President of the IBM Global Small Business division. Prior to IBM, Mr. Ritter was co-founder and President of Whistle Communications, Inc., an internet appliance and services platform for small and medium-sized businesses, which was acquired by IBM. Before Whistle, Mr. Ritter was co-founder and President of Tribe, Inc., a networking infrastructure company. Prior to Tribe, Mr. Ritter was Vice President of Capital Markets at Credit Suisse First Boston Inc. Mr. Ritter earned a Bachelor of Arts degree in Economics from Princeton University. Mr. Ritter currently chairs our Compensation Committee.

### **Qualifications**

Our Board determined that Mr. Ritter should serve as a director based on his extensive business experience in the software and web services industries, his experience in venture capital, and his service as a director of various private companies.

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**Directors Whose Terms Expire at the 2019 Annual Meeting (Class III)**

Name	Age	Principal Occupation and Business Experience
<b>Ronald E.F. Codd</b>	62	<p>Mr. Codd has served as a member of our Board since February 2012. Mr. Codd has been an independent business consultant since April 2002. From January 1999 to April 2002, Mr. Codd served as President, Chief Executive Officer and a director of Momentum Business Applications, Inc., an enterprise software company. From September 1991 to December 1998, Mr. Codd served as Senior Vice President of Finance and Administration and Chief Financial Officer of PeopleSoft, Inc., a provider of enterprise application software. Mr. Codd has served on the board of directors of a number of information technology companies, including FireEye, Inc. since July 2012, ServiceNow, Inc. since February 2012, Rocket Fuel Inc. from February 2012 to September 2017, DemandTec, Inc. from February 2007 to February 2012, Data Domain, Inc. from October 2006 to July 2009, Interwoven, Inc. from July 1999 to April 2009 and Agile Software Corporation from August 2003 to July 2007. Mr. Codd holds a Bachelor of Science degree in Accounting from the University of California, Berkeley and a Master of Management in Finance and Management Information Systems degree from the Kellogg Graduate School of Management at Northwestern University. Mr. Codd currently chairs our Audit Committee and serves on our Compensation Committee.</p>

**Qualifications**

Our Board determined that Mr. Codd should serve as a director based on his management and software industry experience, including his experience in finance, which gives him a breadth of knowledge and valuable understanding of our industry.

## Proposal One

Name	Age	Principal Occupation and Business Experience
<b>Peter P. Gassner</b>	53	Mr. Gassner is one of our founders and has served as our Chief Executive Officer and one of our directors since January 2007. Prior to joining Veeva, Mr. Gassner was Senior Vice President of Technology at salesforce.com, inc., a provider of enterprise cloud computing solutions, from July 2003 to June 2005, where he led the development effort to extend the Salesforce Platform to the enterprise. Prior to his time with salesforce.com, Mr. Gassner was with PeopleSoft from January 1995 to June 2003. At PeopleSoft, he served as Chief Architect and General Manager responsible for development, strategy, marketing and deployment of PeopleTools, the architecture underlying PeopleSoft's application suite. Mr. Gassner began his career with International Business Machines Corporation (IBM). At IBM, Mr. Gassner conducted research and development on relational database technology, including the DB2 database. Mr. Gassner has served on the board of directors of Guidewire Software, Inc. since June 2015 and Zoom Video Communications, Inc. since November 2015. Mr. Gassner earned a Bachelor of Science degree in Computer Science from Oregon State University.

### **Qualifications**

Our Board determined that Mr. Gassner should serve as a director based on his position as one of our founders and as our Chief Executive Officer, his extensive experience in general management and software and platform development and his experience in the software industry.

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**Directors Whose Terms Expire at the 2020 Annual Meeting (Class I)**

Name	Age	Principal Occupation and Business Experience
<b>Paul E. Chamberlain</b>	54	<p>Mr. Chamberlain has served as a member of our Board since December 2015. Since January 2015, Mr. Chamberlain has operated his own strategic and financial advisory firm, PEC Ventures. From July 1990 to January 2015, Mr. Chamberlain worked at Morgan Stanley, during which time he served as Managing Director for 18 years and as the Co-Head of Global Technology Banking for ten of those years. He also served as a member of the Investment Banking Division’s Operating Committee. Mr. Chamberlain spent the majority of his Morgan Stanley career in the firm’s Menlo Park, California office where he led account teams on financing and strategic transactions for its technology clients. He also serves on the board of directors of ServiceNow, Inc. since October 2016 and TriNet Group, Inc. since December 2015. Mr. Chamberlain earned a Bachelor of Arts in History, magna cum laude, from Princeton University and a Master of Business Administration from Harvard Business School. He serves as Chair of the Strategic Advisory Committee of JobTrain, a non-profit organization based in Menlo Park, California that provides vocational and life skills training, and he served on its board of directors for over ten years. Mr. Chamberlain currently serves on our Audit Committee.</p>

**Qualifications**

Our Board determined that Mr. Chamberlain should serve as a director based on his extensive experience working with high technology and high growth firms and his financial expertise.

## Proposal One

Name	Age	Principal Occupation and Business Experience
<b>Mark Carges</b>	56	<p>Mr. Carges has served as a member of our Board of Directors since June 2017. Mr. Carges previously served as the Chief Technology Officer of eBay Inc., an e-commerce company, from September 2009 to September 2014. From September 2009 to November 2013, he served as eBay's Senior Vice President, Global Products, Marketplaces. From September 2008 to September 2009, he served as eBay's Senior Vice President, Technology. Prior to joining eBay Inc., Mr. Carges served in a succession of senior technology leadership roles, including most recently as Executive Vice President, Products and General Manager of the Business Interaction Division, at BEA Systems, Inc., a provider of enterprise application infrastructure software, which was acquired by Oracle Corporation. Mr. Carges serves on the board of directors of Splunk Inc. since September 2014 and Magnet Systems, Inc., a private mobile engagement software company, since September 2012. Mr. Carges previously served on the board of directors of Rally Software Development Corp., which was acquired by CA Technologies, from November 2011 to July 2015. Mr. Carges received his Bachelor of Arts degree in Computer Science from the University of California at Berkeley and his Master of Science degree from New York University.</p>

### **Qualifications**

Our Board determined that Mr. Carges should serve as a director based on his extensive enterprise and internet software experience and his experience as a technology executive.

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## Proposal One

Name	Age	Principal Occupation and Business Experience
<b>Paul Sekhri</b>	60	<p>Mr. Sekhri has served as a member of our Board since July 2014. Since February 2016, Mr. Sekhri has been Operating Partner at Highline Therapeutics, a biotech incubator launched by Versant Ventures. Concurrently and since February 2015, Mr. Sekhri has been President and CEO of Lycera Corp., a biopharmaceutical company. Prior to joining Lycera, Mr. Sekhri was Senior Vice President, Integrated Care at Sanofi S.A., a multinational pharmaceutical company headquartered in France, from April 2014 to January 2015. From May 2013 to March 2014, Mr. Sekhri was Group Executive Vice President, Global Business Development and Chief Strategy Officer at Teva Pharmaceutical Industries, Ltd., a global pharmaceuticals company focusing on the manufacture of generic and proprietary pharmaceutical products headquartered in Israel. From January 2009 to May 2013, Mr. Sekhri was Operating Partner and Head, Biotech Ops Group at TPG Biotech, the life sciences venture arm of the global private investment firm TPG Capital, where he was responsible for a portfolio of more than 50 life sciences companies. From December 2004 to January 2009, Mr. Sekhri was President and CEO of Cerimon Pharmaceuticals, Inc., a pharmaceutical company focusing on auto-immune diseases and pain management. Mr. Sekhri has served as a director of numerous private and public company boards, including Compugen Ltd. since October 2017, Alpine Immune Sciences since July 2017, Pharming N.V. since April 2015, Nivalis Therapeutics, Inc. from February 2016 to July 2017 when it was acquired by Alpine Immune Sciences, Enumeral Biomedical Holdings, Inc. from December 2014, Tandem Diabetes Care Inc. from May 2012 to May 2013, MacroGenics, Inc. from January 2010 to May 2013 and Intercept Pharmaceuticals, Inc. from January 2008 to September 2012. Mr. Sekhri completed post-graduate studies in clinical anatomy and neuroscience at the University of Maryland, School of Medicine and received a Bachelor of Science degree in Zoology from the University of Maryland. Mr. Sekhri currently serves on our Nominating and Governance Committee.</p>

### Qualifications

Our Board determined that Mr. Sekhri should serve as a director based on his extensive business experience as an executive in the life sciences industry and venture capital experience with respect to the life sciences industry.

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There are no family relationships among any of our directors or executive officers.

## Proposal One

### Board and Committee Meeting Attendance

Our Board met six times during our fiscal year ended January 31, 2018 (“fiscal 2018”). No director attended fewer than 75%, in the aggregate, of the total number of meetings of the Board and the total number of committee meetings of which he was a member during fiscal 2018. It is our policy to invite and encourage our directors to attend our annual meetings of stockholders and have scheduled our Annual Meeting on the same day as a regularly scheduled Board meeting in order to facilitate their attendance. Last year, each member of our Board attended our 2017 annual meeting of stockholders. The membership of each standing committee and number of meetings held during fiscal 2018 are identified in the table below.

Name	Audit	Compensation	Governance
Peter P. Gassner			
Timothy C. Barabe	✓		Chair
Mark Carges			
Paul E. Chamberlain	✓		
Ronald E.F. Codd	Chair	✓	
Gordon Ritter		Chair	
Paul Sekhri			✓
Number of meetings held during fiscal 2018	8	6	4

### Board Committees

Our Board has established an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee. Our Board and its committees conduct scheduled meetings throughout the year and also hold special meetings and act by written consent from time to time, as appropriate. Our Board has delegated various responsibilities and authority to its committees as generally described below. The committees regularly report on their activities and actions to the full Board. Each member of each committee of our Board qualifies as an independent director in accordance with New York Stock Exchange (“NYSE”) listing standards.

#### **Audit Committee**

Our Audit Committee assists our Board in its oversight of the quality and integrity of our reported financial statements, our compliance with legal and regulatory requirements, our accounting and financial management processes and the effectiveness of our internal controls over financial reporting, our enterprise risk management and compliance programs, the quality and integrity of the annual audit of our financial statements, and the performance of our internal audit function. Our Audit Committee also discusses the scope and results of the audit with our independent registered public accounting firm, reviews with our management and our independent registered public accounting firm our interim and year-end operating results, and, as appropriate, initiates inquiries into aspects of our financial affairs. Our Audit Committee is responsible for establishing procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters and for the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters. In addition, our Audit Committee has sole and direct responsibility for the appointment, retention, compensation, and oversight of the work of our independent registered public accounting firm, including approving services and fee arrangements. Significant related party transactions will be approved by our Audit Committee before we enter into them, as required by applicable rules and NYSE listing standards.

The members of our Audit Committee are independent, non-employee members of our Board and qualify as independent under Rule 10A-3 of the Securities Exchange Act of 1934 (the “Exchange Act”) and related NYSE listing standards, as determined by our Board. Each member can read and understand fundamental financial statements. Our Board has determined that all members of our Audit Committee qualify as audit committee financial experts within the meaning of regulations of the Securities and Exchange Commission (the “SEC”) and meet the financial sophistication requirements of the NYSE. The designation does not impose on them any duties, obligations, or liabilities that are greater than are generally imposed on any other member of our Board.

### **Compensation Committee**

The purpose of our Compensation Committee is to discharge the responsibilities of our Board relating to executive compensation policies and programs, including evaluating, recommending, approving and reviewing executive officer compensation arrangements, plans, policies, and programs. Among other things, specific responsibilities of our Compensation Committee include evaluating the performance of our Chief Executive Officer and determining our Chief Executive Officer’s compensation. The Compensation Committee also determines the compensation of our other executive officers in consultation with our Chief Executive Officer. In addition, our Compensation Committee administers our equity-based compensation plans, including granting equity awards and approving modifications of such awards. Our Compensation Committee also reviews and approves various other compensation policies and matters and has both the authority to engage its own advisors to assist it in carrying out its function and the responsibility to assess the independence of such advisors in accordance with SEC rules and NYSE listing standards. Our Chief Executive Officer, Chief Financial Officer, and General Counsel assist our Compensation Committee in carrying out its functions, although they do not participate in deliberations or decisions with respect to their own compensation.

Our Compensation Committee has delegated to the non-executive equity committee, consisting of our Chief Executive Officer, the authority to approve routine equity award grants to newly hired employees who are not direct reports of our Chief Executive Officer, as well as promotional and refresh equity award grants to employees who are not direct reports of our Chief Executive Officer, all within certain share parameters established and reviewed from time to time by the Compensation Committee.

During fiscal 2018, our Compensation Committee engaged the services of Compensia, Inc., a compensation consulting firm, to advise it regarding the amount and types of compensation that we provide to our executives and directors and how our compensation practices compared to the compensation practices of other companies. Compensia reports directly to the Compensation Committee. Compensia does not provide any services to us other than the services provided to the Compensation Committee. Our Compensation Committee believes that Compensia does not have any conflicts of interest in advising the Compensation Committee under applicable SEC rules or NYSE listing standards. In addition, during fiscal 2018, the Compensation Committee engaged the services of Aon Hewitt, an international human capital and management consulting firm, for the limited purpose of assisting the Compensation Committee evaluate the likely grant date fair value associated with the options granted to our Chief Executive Officer, as more fully described in “Executive Compensation.” We also engaged Aon Hewitt at the end of fiscal 2018 for the limited purpose of helping us calculate the grant date fair value of the options granted to our Chief Executive Officer for financial reporting purposes. Our Compensation Committee believes that Aon Hewitt does not have any conflicts of interest in advising the Compensation Committee under applicable SEC rules or NYSE listing standards.

The members of our Compensation Committee are “non-employee” directors under Rule 16b-3 of the Exchange Act, “outside directors” under applicable tax rules, and qualify as independent under Rule 10C of the Exchange Act and related NYSE listing standards, as determined by our Board.

## Proposal One

### ***Nominating and Governance Committee***

The Nominating and Governance Committee oversees the nomination of directors, including, among other things, identifying, considering, and nominating candidates to our Board. Our Nominating and Governance Committee also recommends corporate governance guidelines and policies and advises the Board on other corporate governance matters and Board performance matters, including recommendations regarding the structure and composition of the Board and the Board's committee. In addition, it oversees the annual evaluation of our Board and individual directors and advises the Board on matters that may involve members of the Board or our officers and that may involve a conflict of interest or taking of a corporate opportunity. Our Nominating and Governance Committee also evaluates potential candidates for our Board on a regular basis.

The members of our Nominating and Governance Committee are non-employee members of our Board and are independent under the listing standards of the NYSE applicable to Nominating and Governance Committee members.

### **Compensation Committee Interlocks and Insider Participation**

During fiscal 2018, our Compensation Committee consisted of Messrs. Codd and Ritter. None of our executive officers serves, or served during fiscal 2018, as a member of the board of directors or compensation committee of any other entity that has or has had one or more executive officers serving as a member of our Board or our Compensation Committee.

### **Director Compensation**

The following table sets forth information about the compensation of the non-employee members of our Board who served as a director during fiscal 2018. Other than as set forth in the table and described more fully below, during fiscal 2018, we did not pay any fees to, make any equity awards or non-equity awards to or pay any other compensation to the non-employee members of our Board. Mr. Gassner, our Chief Executive Officer, receives no compensation for his service as a director and is not included in the table below.

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)(3)(4)	Total (\$)
Timothy C. Barabe	50,000	174,970	224,970
Mark Carges (5)	29,167	149,947	179,114
Paul E. Chamberlain	50,000	174,970	224,970
Ronald E.F. Codd	50,000	212,472	262,472
Gordon Ritter	50,000	224,952	274,952
Paul Sekhri	50,000	149,947	199,947

(1) Includes the annual retainers paid to each director.

(2) Represents the aggregate grant date fair value of RSUs and stock options granted to the director during fiscal 2018, computed in accordance with FASB ASC Topic No. 718. See note 9 of the notes to our consolidated financial statements included in our annual report on Form 10-K filed on March 29, 2018 for a discussion of the assumptions made by us in determining the grant date fair values of our equity awards.

(3) As of January 31, 2018, the above-listed non-employee directors held outstanding options to purchase shares of our Class A common stock as follows: Mr. Barabe — 0; Mr. Carges — 0; Mr. Chamberlain — 0; Mr. Codd — 40,000; Mr. Ritter — 40,000; and Mr. Sekhri — 40,000. As of January 31, 2018, Mr. Codd also held an outstanding option to purchase 119,250 shares of Class B common stock which represents the unexercised and vested portion of an option granted in March 2012 for 312,500 shares of Class B common stock.

- (4) As of January 31, 2018, the above-listed non-employee directors held outstanding RSUs under which the following number of shares of our Class A common stock were issuable upon vesting: Mr. Barabe — 1,402; Mr. Carges — 1,201; Mr. Chamberlain — 1,402; Mr. Codd — 1,702; Mr. Ritter — 1,802; and Mr. Sekhri — 1,201.
- (5) Mr. Carges joined our Board on June 21, 2017.

### ***Non-Employee Director Compensation Plan***

Each non-employee member of the Board receives an annual cash retainer of \$50,000, paid in quarterly installments.

Non-employee members of the Board also receive issuances of RSUs under the 2013 Equity Incentive Plan. On the date of each annual meeting of our stockholders, each non-employee director who is serving on the Board as of such date will be issued RSUs valued at \$150,000 of our Class A common stock. In addition, the non-executive chairman or lead independent director will receive an additional issuance of RSUs valued at \$50,000 of our Class A common stock. Non-employee members of the Audit Committee and Compensation Committee will be issued RSUs valued at \$25,000 and \$12,500, respectively, of our Class A common stock with the chairs of those committees issued RSUs valued at \$50,000 and \$25,000, respectively, of our Class A common stock. Such annual grants vest quarterly over one year and are valued on the grant date. New directors will receive cash and equity compensation on a pro-rated basis to coincide with our annual director compensation period, which begins in the month of our annual meeting of stockholders.

We have a policy of reimbursing directors for their reasonable out-of-pocket expenses incurred in attending Board and committee meetings.

# CORPORATE GOVERNANCE

## Board Leadership Structure

Pursuant to our Corporate Governance Principles, our Board may separate or combine the roles of the Chairman of the Board and Chief Executive Officer when and if it deems it advisable and in our best interests and in the best interests of our stockholders to do so. We currently separate the roles of Chairman and Chief Executive Officer. Our Board is currently chaired by Mr. Ritter. Separating the roles of Chief Executive Officer and Chairman allows our Chief Executive Officer to focus on our day-to-day business while allowing the Chairman to lead our Board in its fundamental role of providing independent advice to, and oversight of, management. Our Board believes that having an independent director serve as Chairman is the appropriate leadership structure for us at this time, and the Board will periodically consider the Board's leadership structure. Mr. Ritter, as our Chairman, presides over separate regularly scheduled executive session meetings at which only independent directors are present. Our Corporate Governance Principles are posted on the Investors portion of our website at <http://ir.veeva.com>.

## Board Oversight of Risk

One of the key functions of our Board is informed oversight of our risk management process. In particular, our Board is responsible for monitoring and assessing strategic risk exposure. Our executive officers are responsible for the day-to-day management of the material risks we face. Our Board administers its oversight function directly as a whole as well as through various standing committees of our Board that address risks inherent in their respective areas of oversight. For example, our Audit Committee is responsible for overseeing the management of risks associated with our financial reporting, accounting and auditing matters as well as overseeing our internal audit function and our enterprise risk management and compliance programs; our Compensation Committee oversees major risks associated with our compensation policies and programs; and our Nominating and Governance Committee oversees the management of risks associated with director independence, conflicts of interest, composition and organization of our Board, and director succession planning.

## Board Composition

Our business affairs are managed under the direction of our Board, which is currently composed of seven members. Six of our directors are independent within the meaning of the NYSE listing standards. Our Board is divided into three classes with staggered three-year terms. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following their election.

Directors in a particular class will be elected for three-year terms at the annual meeting of stockholders in the year in which their terms expire. As a result, only one class of directors will be elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms. Each director's term continues until the election and qualification of his or her successor, or the earlier of his or her death, resignation, or removal. The classification of our Board may have the effect of delaying or preventing changes in our control or management.

## Director Independence

Our Class A common stock is listed on the NYSE. The listing standards of the NYSE generally require that a majority of the members of a listed company's board of directors be independent. In addition, the listing standards of the NYSE require that, subject to specified exceptions, each member of a listed company's audit, compensation, and nominating and corporate governance committees be independent. Under the listing standards of the NYSE, a director will only qualify as an "independent director" if, in the opinion of that company's board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Our Board has determined that none of our non-employee directors has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is “independent” as that term is defined under the listing standards of the NYSE. The independent members of our Board hold separate regularly scheduled executive session meetings at which only independent directors are present.

### Board and Committee Evaluations

Pursuant to its charter, the Nominating and Governance Committee oversees the self-evaluation of the Board. We engage outside counsel to conduct interviews with each director regarding, among other things, Board and Board committee membership, structure, performance, and areas for improvement. The purpose of the evaluation is to assess the Board as a whole, and we believe that this process allows Board members to:

- Gain a better understanding of what it means to be an effective Board, including identifying strategies to enhance Board performance;
- Evaluate overall Board composition;
- Assess Board and committee roles and responsibilities;
- Clarify the expectations that directors have of themselves and of each other;
- Foster effective communications among directors and between the Board and management;
- Identify and discuss areas for potential improvement; and
- Identify Board goals and objectives for the coming year.

Following the interviews, the results are discussed with the Chairman of the Board and presented to and discussed with the full Board during executive session.

### Corporate Governance Policies

Our Board has adopted a Code of Conduct that applies to all of our directors, employees, and officers, including our Chief Executive Officer, Chief Financial Officer, and other executive and senior financial officers. The full text of our Code of Conduct is posted on the Investors portion of our website at <http://ir.veeva.com>. Each committee of our Board has a written charter approved by our Board. Copies of each charter are also posted on the Investors portion of our website. On an annual basis, our Board and its committees review our Corporate Governance Principles, the written charters for each of the Board’s committees, and our Code of Conduct. We will disclose any future amendments to, or waiver of, our Code of Conduct, on the Investors portion of our website.

### Director On-Boarding and Continuing Education

Upon joining our Board, Directors are provided with an orientation about us, which includes introductions to members of our senior management and information about our operations, performance, strategic plans, and corporate governance practices.

Our Board believes that our stockholders are best served by a Board comprised of individuals who are up to date on corporate governance and other subject matters relevant to board service. Our Board has adopted a Director Education Policy that encourages all directors to pursue ongoing education and development studies on topics that they deem relevant given their individual backgrounds and committee assignments on the Board. Our directors are encouraged and provided with opportunities to attend educational sessions on subjects that would assist them in discharging their duties. Pursuant to the Director Education Policy, we will reimburse directors up to \$12,000 each fiscal year for attending these sessions. In addition and in order to facilitate ongoing education, our management provides to our directors on a periodic basis pertinent articles and information relating to our business, our competitors, and corporate governance and regulatory issues.

## **Corporate Governance**

### **Stockholder Recommendations for Nominations to the Board**

Our Nominating and Governance Committee has adopted Policies and Procedures for Director Candidates. Stockholder recommendations for candidates to our Board must be received by December 31st of the year prior to the year in which the recommended candidates will be considered for nomination, must be directed in writing to our principal executive offices, Attention: Corporate Secretary, and must include the candidate's name, home and business contact information, detailed biographical data and qualifications, information regarding any relationships between us and the candidate within the last three years, and evidence of the recommending person's ownership of our capital stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for membership on the Board, including issues of character, judgment, diversity, age, independence, expertise, corporate experience, other commitments and the like, personal references, and an indication of the candidate's willingness to serve.

### **Communications with the Board**

Stockholders and other interested parties wishing to communicate with our Board or with an individual member of our Board may do so by writing to the Board or to the particular member of the Board, care of the Corporate Secretary by mail to our principal executive offices, Attention: Corporate Secretary. The envelope should indicate that it contains a stockholder or interested party communication. All such communications will be forwarded to the director or directors to whom the communications are addressed.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires that our executive officers and directors and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify in this Proxy Statement anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received, or written representations from reporting persons, we believe that during fiscal 2018, all Section 16(a) filing requirements were satisfied on a timely basis except that Mr. Wallach delinquenty filed a Form 4, which reported one transaction.



### **Certain Relationships and Related Party Transactions**

In addition to the compensation arrangements with our directors and executive officers described elsewhere in this Proxy Statement, the following is a description of each transaction since February 1, 2017 and each currently proposed transaction in which:

- we have been or are to be a participant;
- the amount involved exceeds or will exceed \$120,000; and
- any of our directors, executive officers or holders of more than 5% of our capital stock, or any immediate family member of or person sharing the household with any of these individuals (other than tenants or employees), had or will have a direct or indirect material interest.

### ***Employment Arrangements with Immediate Family Members of Our Executive Officers and Directors***

Theodore Wallach, a brother of Matthew J. Wallach, our President, has been employed by us since September 2010. Theodore Wallach serves as a senior product manager. During fiscal 2018, Theodore Wallach had total cash compensation of \$170,356.

The compensation level for Theodore Wallach was comparable to the compensation paid to employees in a similar position that were not related to our executive officers and directors. He was also eligible for equity awards on the same general terms and conditions as applicable to other employees in similar positions who were not related to our executive officers and directors.

### ***Indemnification Agreements***

We have entered into indemnification agreements with our directors, executive officers, and other key employees. The indemnification agreements will provide that we indemnify each of our directors, executive officers, and key employees against expenses incurred by that director, executive officer, or key employee because of his or her status as one of our directors, executive officers, or key employees, to the fullest extent permitted by Delaware law, our Certificate and our Bylaws. In addition, the indemnification agreements provide that, to the fullest extent permitted by Delaware law, we will advance all expenses incurred by our directors, executive officers and other key employees in connection with a legal proceeding.

### ***Policies and Procedures for Related Party Transactions***

Pursuant to our Code of Conduct and Audit Committee charter, any related party transaction or series of transactions with an executive officer, director, or any of such person's immediate family members or affiliates, in which the amount, either individually or in the aggregate, involved exceeds \$120,000 must be presented to our Audit Committee for review, consideration, and approval. All of our directors and executive officers are required to report to our Audit Committee any such related party transaction. In approving or rejecting the proposed transactions, our Audit Committee shall consider the relevant facts and circumstances available and deemed relevant to the Audit Committee, including, but not limited to the risks, costs and benefits to us, the terms of the transaction, the availability of other sources for comparable services or products and, if applicable, the impact on a director's independence. Our Audit Committee shall approve only those transactions that, in light of known circumstances, are not inconsistent with Veeva's best interests, as our Audit Committee determines in the good faith exercise of its discretion.

## EXECUTIVE OFFICERS

The following table provides information concerning our executive officers as of May 4, 2018.

Name	Age	Position(s)
Peter P. Gassner	53	Chief Executive Officer and Director
Matthew J. Wallach	45	President
Timothy S. Cabral	50	Chief Financial Officer
E. Nitsa Zuppas	48	Chief Marketing Officer
Alan V. Mateo	56	Executive Vice President, Global Sales
Josh Faddis	46	Senior Vice President, General Counsel and Corporate Secretary
Frederic Lequient	49	Senior Vice President, Global Customer Services

*Peter P. Gassner.* See biographical information set forth under “Proposal One — Directors Whose Terms Expire at the 2019 Annual Meeting (Class III).”

*Matthew J. Wallach* is one of our founders and has served in various senior executive roles since joining Veeva in March 2007. He currently serves as our President and prior to that served as our Chief Strategy Officer from September 2010 to August 2013. Between April 2005 and March 2007, Mr. Wallach served as Chief Marketing Officer at Health Market Science, Inc., a supplier of healthcare data solutions. From January 2004 to December 2004, Mr. Wallach served as Vice President of Marketing and Product Management at IntelliChem, Inc., a provider of scientific content management solutions. Mr. Wallach was previously the General Manager of the Pharmaceuticals & Biotechnology division at Siebel Systems, Inc., a customer relationship management software company, from August 1998 to December 2003. Mr. Wallach serves on the board of directors of HealthVerity, Inc., a private healthcare data company. Mr. Wallach earned a Bachelor of Arts degree in Economics from Yale University and a Master of Business Administration from the Harvard Business School.

*Timothy S. Cabral* has served as our Chief Financial Officer since February 2010. Prior to joining Veeva, Mr. Cabral served as Chief Financial Officer and Chief Operations Officer for Modus Group, LLC, a wireless solutions and services company, from February 2008 to February 2010 and served as Chief Financial Officer and Vice President of Operations for Agistics, Inc., an employee management services company, from March 2005 to June 2007. Mr. Cabral previously spent more than seven years at PeopleSoft, beginning in November 1997, where he held various positions, including Vice President of Products & Technology Finance and Senior Director of Corporate FP&A. Since October 2017, Mr. Cabral has served on the board of directors of Apttus Corporation, a private software provider. Mr. Cabral earned a Bachelor of Science degree in Finance from Santa Clara University and a Master of Business Administration from the Leavey School of Business at Santa Clara University.

*E. Nitsa Zuppas* has served as our Chief Marketing Officer since March 2013. Prior to joining Veeva, Ms. Zuppas served as Chief Marketing Officer for First Virtual Group, a diversified holding company with global interests in real estate, agribusiness, philanthropy, and global financial asset management, and Executive Director of the Siebel Foundation from February 2006 to March 2013. From March 1998 to January 2006, Ms. Zuppas served in a number of executive roles at Siebel Systems, including Director, Product Marketing, Senior Director, Investor Relations, General Manager, Siebel Retail, and Vice President, Marketing. Ms. Zuppas earned a Bachelor of Arts degree in Art History from California State University.

## Executive Officers

*Alan V. Mateo* has served as our Executive Vice President, Global Sales since April 2015. Prior to joining Veeva, Mr. Mateo served in various executive roles at Medidata Solutions, Inc., a provider of a platform of cloud-based solutions for life sciences, from March 2005 to February 2015, including as Executive Vice President of Field Operations from January 2014 to February 2015. Before Medidata, Mr. Mateo spent 11 years at PeopleSoft, where his responsibilities included product lines sales, sales operations and the integration of JD Edwards into PeopleSoft's global sales organization. Prior to PeopleSoft, Mr. Mateo was northeast sales director for Red Pepper Software Co., a provider of supply chain management planning application software, and a major account executive at JD Edwards. Mr. Mateo earned a Bachelor of Science in both Computer Science and Marketing from Juniata College.

*Josh Faddis* has served as our Senior Vice President since April 2016 and General Counsel since September 2012. Mr. Faddis has also served as our Corporate Secretary since May 2013. Prior to joining Veeva, Mr. Faddis served in various roles at Taleo Corporation, a software-as-a-service provider of human capital management solutions, beginning in June 2001 through April 2012, including Senior Vice President, General Counsel, and Corporate Secretary. Prior to joining Taleo, Mr. Faddis conducted intellectual property and business litigation at Fulbright & Jaworski LLP and served as a Judicial Clerk for the Honorable Justice Craig Enoch, Supreme Court of the State of Texas. Mr. Faddis earned a Bachelor of Science in Agricultural Economics from Texas A&M University, magna cum laude, and a Juris Doctor degree from the Georgetown University Law Center.

*Frederic Lequient* has served as our Senior Vice President, Global Customer Services since February 2016. Prior to joining Veeva, Mr. Lequient served as Vice President, Customer Success at PubMatic, Inc., a marketing automation software platform company, from April 2015 to December 2015. From April 2014 to January 2015, Mr. Lequient served as Senior Vice President, Customer Success at FollowAnalytics, Inc., a provider of a mobile marketing automation and engagement platform. From April 2012 to April 2014, Mr. Lequient served as Group Vice President, Consulting at Oracle Corporation, an enterprise software company. From September 1999 to April 2012, Mr. Lequient served in various roles at Taleo, including as Vice President, Field Solutions and Business Development. Mr. Lequient earned a Bachelor of Engineering in Industrial Engineering from Université de Montréal — Ecole polytechnique de Montréal.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of March 31, 2018 for:

- each of our named executive officers;
- each of our directors;
- all of our executive officers and directors as a group; and
- each stockholder known by us to be the beneficial owner of more than 5% of our outstanding shares of Class A common stock or Class B common stock.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Class A common stock or Class B common stock that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 119,221,898 shares of Class A common stock and 23,753,060 shares of Class B common stock outstanding at March 31, 2018. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we deemed to be outstanding all shares of common stock subject to options and RSUs held by that person or entity that are currently exercisable or releasable or that will become exercisable or releasable within 60 days of March 31, 2018. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Veeva Systems Inc., 4280 Hacienda Drive, Pleasanton, California 94588.

Name of Beneficial Owner	Shares Beneficially Owned				% Total Voting Power (1)
	Class A		Class B		
	Shares	%	Shares	%	
<b>Named Executive Officers and Directors:</b>					
Timothy C. Barabe	7,892	*	—	—	*
Timothy S. Cabral (2)	—	—	552,037	2.3	1.5
Mark Carges	1,802	*	—	—	*
Paul E. Chamberlain	10,368	*	—	—	*
Ronald E.F. Codd (3)	48,829	*	220,500	*	*
Josh Faddis (4)	1,073	*	73,934	*	*
Peter P. Gassner (5)	—	—	15,374,999	59.3	40.6
Frederic Lequient (6)	5,000	*	—	—	*
Alan V. Mateo (7)	92,396	*	—	—	*
Gordon Ritter (8)	437,750	*	4,950,000	20.8	14.0
Paul Sekhri (9)	51,938	*	—	—	*
Matthew J. Wallach (10)	—	—	940,631	3.9	2.6
E. Nitsa Zuppas (11)	9,732	*	50,000	*	*
All Executive Officers and Directors as a Group (13 persons) (12)	666,780	*	22,162,101	83.8	57.9
<b>5% Stockholders:</b>					
Morgan Stanley (13)	12,493,806	10.5	—	—	3.5
The Vanguard Group (14)	10,599,324	8.9	—	—	*
BlackRock, Inc. (15)	6,157,454	5.2	—	—	1.5

\* Less than 1 percent.

## Security Ownership of Certain Beneficial Owners and Management

- (1) Percentage of total voting power represents voting power with respect to all shares of our Class A and Class B common stock, as a single class. Holders of our Class B common stock are entitled to ten votes per share, and holders of our Class A common stock are entitled to one vote per share. Each share of Class B common stock is convertible, at any time at the option of the holder, into one share of Class A common stock.
- (2) Includes (i) 60,000 shares of Class B common stock held by Mr. Cabral and Julia Cabral as community property, (ii) 35,691 shares of Class B common stock held by the TC 2013 Annuity Trust, (iii) 281,934 shares of Class B common stock held by The Cabral Family Trust dated April 17, 2001, and (iv) 174,412 shares of Class B common stock issuable to Mr. Cabral pursuant to options exercisable within 60 days of March 31, 2018.
- (3) Includes (i) 8,829 shares of Class A common stock held by Mr. Codd, (ii) 40,000 shares of Class A common stock issuable to Mr. Codd pursuant to options exercisable within 60 days of March 31, 2018, (iii) 104,250 shares of Class B common stock held by the Codd Revocable Trust dated March 6, 1998, and (iv) 116,250 shares of Class B common stock issuable to Mr. Codd pursuant to an option exercisable within 60 days of March 31, 2018.
- (4) Includes (i) 1,073 shares of Class A common stock held by Mr. Faddis, (ii) 22,000 shares of Class B common stock held by Mr. Faddis, and (iii) 51,934 shares of Class B common stock issuable to Mr. Faddis pursuant to options exercisable within 60 days of March 31, 2018.
- (5) Includes (i) 10,000,000 shares of Class B common stock held by Mr. Gassner, (ii) 3,208,333 shares of Class B common stock held by Peter Gassner and Piyajit Gassner as Community Property and (iii) 2,166,666 shares of Class B common stock issuable to Mr. Gassner pursuant to options exercisable within 60 days of March 31, 2018.
- (6) Includes 5,000 shares of Class A common stock issuable to Mr. Lequient pursuant to an option exercisable within 60 days of March 31, 2018.
- (7) Includes (i) 9,471 shares of Class A common stock held by Mr. Mateo, (ii) 81,175 shares of Class A common stock issuable to Mr. Mateo pursuant to an option exercisable within 60 days of March 31, 2018, and (iii) 1,750 shares of Class A common stock issuable to Mr. Mateo pursuant to RSUs vesting within 60 days of March 31, 2018.
- (8) Includes (i) 9,349 shares of Class A common stock held by Mr. Ritter, (ii) 388,401 shares of Class A common stock held by the Ritter-Metzler Revocable Trust dated November 6, 2000, (iii) 40,000 shares of Class A common stock issuable to Mr. Ritter pursuant to an option exercisable within 60 days of March 31, 2018, and (iv) 4,950,000 shares of Class B common stock held by Emergence Capital Partners II, L.P. (ECP II). Mr. Ritter, a member of our Board, is a member of Emergence GP Partners, LLC (EGP) and has shared voting and dispositive power with regard to the shares directly held by ECP II. EGP is the sole general partner of Emergence Equity Partners II, L.P., which is the sole general partner of ECP II. Mr. Ritter disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (9) Includes (i) 11,938 shares of Class A common stock held by Mr. Sekhri and (ii) 40,000 shares of Class A common stock issuable to Mr. Sekhri pursuant to an option exercisable within 60 days of March 31, 2018.
- (10) Includes (i) 210,671 shares of Class B common stock held by Mr. Wallach, (ii) 300,000 shares of Class B common stock held by the Matt Wallach 2012 Irrevocable Trust, (iii) 300,000 shares of Class B common stock held by the Matt Wallach 2013 Irrevocable Trust, and (iv) 129,960 shares of Class B common stock issuable to Mr. Wallach pursuant to options exercisable within 60 days of March 31, 2018.
- (11) Includes (i) 6,399 shares of Class A common stock held by Ms. Zuppas, (ii) 3,333 shares of Class A common stock issuable to Ms. Zuppas pursuant to an option exercisable within 60 days of March 31, 2018, and (iii) 50,000 shares of Class B common stock issuable to Ms. Zuppas pursuant to an option exercisable within 60 days of March 31, 2018.
- (12) Includes (i) 455,522 shares of Class A common stock and (ii) 19,472,879 shares of Class B common stock beneficially owned by our directors and executive officers.
- (13) Based solely on information reported on a Schedule 13G/A filed with the SEC on February 13, 2018, Morgan Stanley has shared voting power over 12,325,870 shares of Class A common stock and shared dispositive power over 12,328,055 shares of Class A common stock. An additional person identified in the report was Morgan Stanley Investment Management Inc. The address of the reporting persons is 1585 Broadway, New York, New York 10036.
- (14) Based solely on information reported on a Schedule 13G/A filed with the SEC on February 9, 2018, The Vanguard Group has sole voting power over 83,329 shares of Class A common stock, shared voting power over 22,207 shares of Class A common stock, sole dispositive power over 10,493,021 shares of Class A common stock, and shared dispositive power over 106,303 shares of Class A common stock. The subsidiaries included in the report were as follows: Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd. The address of The Vanguard Group is 100 Vanguard Blvd., Malvern, Pennsylvania 19355.
- (15) Based solely on information reported on a Schedule 13G filed with the SEC on February 1, 2018, BlackRock, Inc. has sole voting power over 5,401,607 shares of Class A common stock and sole dispositive power over 6,157,454 shares of Class A common stock. The address of the reporting person is 55 East 52nd Street, New York, New York 10055.

# EXECUTIVE COMPENSATION

## Compensation Discussion and Analysis

This Compensation Discussion and Analysis explains our compensation philosophy, policies, and practices for the following individuals, who are our “named executive officers” or “NEOs” for fiscal 2018.

Name	Position
Peter P. Gassner	Chief Executive Officer
Timothy S. Cabral	Chief Financial Officer
Josh Faddis	Senior Vice President, General Counsel and Corporate Secretary
Frederic Lequient	Senior Vice President, Global Customer Services
Alan V. Mateo	Executive Vice President, Global Sales
Matthew J. Wallach	President
E. Nitsa Zuppas	Chief Marketing Officer

In fiscal 2018, all our executive officers were NEOs, and more detailed information about the compensation provided to our NEOs is set forth in the Summary Compensation Table and other tables that follow this section, including the accompanying footnotes and narratives relating to those tables.

### Executive Summary

Since our initial public offering (“IPO”) in October 2013, our Board and Compensation Committee have maintained a simple structure for our executive compensation programs. We have paid our NEOs cash compensation that is below the cash compensation levels paid by our peers, and we have emphasized long-term equity compensation in the form of stock options and RSUs. In fiscal 2018, our executive officers were paid nearly identical annual base salaries and none of our executive officers earned short-term cash incentive bonuses. Our executive compensation programs do not include formulaic or routine annual equity grants to all our executive officers although in each of the last few fiscal years, we have granted long-term equity to at least some of our executive officers for purposes of recalibrating compensation with our peers or standardizing our compensation approach amongst our executive officers.

Our Board and Compensation Committee have adhered to this executive compensation approach because they believe it is effective and is consistent with our compensation philosophy as described below.

In keeping with this approach, our Board approved an option grant to Mr. Gassner in late fiscal 2018 that places substantial emphasis on his long-term, equity-based incentive compensation relative to his annual cash compensation.

### Executive Compensation Philosophy, Objectives, and Components

We operate in the software and technology industry and face a highly competitive environment for top-level executive talent. To accomplish our business and growth objectives, we must be able to attract and retain talented executives whose skills and experience enable them to contribute to our long-term success. To that end, the principal objectives and philosophy of our executive compensation programs are to attract, fairly compensate, appropriately incentivize, and retain our executives in a manner that aligns their long-term interests with those of our stockholders. In fiscal 2018, the primary components of our compensation programs for our NEOs were base salary and stock options and, with respect to certain NEOs, RSUs.

## Executive Compensation

### Role of Compensation Committee, Management and Compensation Consultant

*Role of Compensation Committee.* Our Board established a Compensation Committee to discharge its responsibilities relating to our executive compensation policies and programs. Our Compensation Committee evaluates the performance of our Chief Executive Officer and determines his compensation. The Compensation Committee also determines the compensation of our other executive officers in consultation with our Chief Executive Officer. In making its decisions, our Compensation Committee considers such matters as the members deem appropriate, including our financial and operating performance, the performance of our Class A common stock, factors specific to individual officers such as their individual achievements and retention concerns, our operational goals, the comparative compensation data described below, and the results of our most recent stockholder vote on executive compensation (“say on pay vote”). From time to time, our Board approves equity grants to our executive officers upon the recommendation of the Compensation Committee, although our Compensation Committee is also authorized to approve such grants. Our Compensation Committee has delegated authority to our Chief Executive Officer to make certain routine equity award grants, as described below. For additional information on the Compensation Committee, see “Board Committees—Compensation Committee” elsewhere in this Proxy Statement.

*Role of Management.* Members of management, including our Chief Executive Officer, Chief Financial Officer, and General Counsel, work with our Compensation Committee and often attend the Compensation Committee meetings. Members of management also make presentations to our Compensation Committee regarding our historical equity grants and the adequacy of the remaining equity pool to achieve retention objectives. These materials are also made available to our Board and included in the Compensation Committee’s report to the Board. Although our Chief Executive Officer participates in the discussion and decisions relating to the compensation of our other executive officers, he is not present during voting or deliberations with respect to his own compensation.

*Role of Compensation Consultant.* Our Compensation Committee has the authority to engage its own advisors to assist it in performing its duties, and we pay the fees charged by such advisors. Our Compensation Committee engaged Compensia to assist the Compensation Committee in its decision-making process by providing information on competitive market compensation practices, identifying a peer group against which to compare our compensation programs, providing information including market data on our outside director compensation program, and supplying such other information and recommendations as the Compensation Committee may from time to time request. Compensia also assisted the Compensation Committee in the extensive review and deliberation process it undertook in the second half of fiscal 2018 related to the stock options granted to our Chief Executive Officer. As part of that process, the Compensation Committee also engaged the services of Aon Hewitt, an international human capital and management consulting firm, for the limited purpose of assisting the Compensation Committee evaluate the likely grant date fair value associated with the option grants.

### Peer Group and Competitive Data

In making compensation decisions for our NEOs for fiscal 2018, our Compensation Committee considered data supplied by Compensia on the compensation of executives at the peer companies listed below as well as Compensia proprietary benchmark data for comparable roles at similarly situated companies. Our Compensation Committee believes it is useful to review this comparative data when evaluating our executive compensation programs and making compensation decisions for our NEOs. While it uses this data as a reference point, the Compensation Committee does not feel it necessary to mirror the compensation provided by these other companies or to target any specific percentile or range of percentiles for cash, incentive, equity, or total compensation for our executive officers relative to these peer companies.

## Executive Compensation

Compensia evaluates and recommends a peer group annually for executive compensation benchmarking. Since the peer review conducted for fiscal 2017, Compensia removed Infoblox, Netsuite, Qlik Technologies, and SolarWinds from our peer group because of acquisitions of those companies. Our Compensation Committee considered the peer group's compensation practices data for compensation decisions during and with respect to fiscal 2018. The peer group consisted of the following companies, which our Compensation Committee has determined are appropriate based upon industry, revenue, market cap, profitability, and headcount:

ANSYS	Aspen Technology	athenahealth	Blackbaud
Commvault Systems	Cornerstone OnDemand	Guidewire Software	LogMeIn
Medidata Solutions	Palo Alto Networks	ServiceNow	Splunk
Tableau Software	Tyler Technologies	Ultimate Software Group	Workday

### Principal Elements of Compensation

The compensation of our NEOs for fiscal 2018 consisted of base salary and stock options (including stock options granted in prior fiscal years that continued vesting during fiscal 2018) and, with respect to certain NEOs, RSUs. The relative proportion of these components have not been dictated by any particular formula, and the mix and amount of compensation elements has been and will continue to be within the discretion and business judgment of our Compensation Committee.

Our Compensation Committee has structured these compensation programs to attract new senior executives, provide competitive levels of more liquid and less volatile compensation through base salary and RSUs, continue to foster an ownership mentality and alignment with the long-term interests of stockholders through the use of RSUs and stock options, and encourage the achievement of key operational goals.

**Base Salary.** We provide base salaries to our executive officers to compensate them for services rendered on a day-to-day basis and to provide sufficient fixed cash compensation to allow them to fund their personal and household expenses while remaining focused on their responsibilities to Veeva.

Since our IPO, Veeva has maintained a largely flat annual base salary structure for our executive officers. During fiscal 2018 and after the Compensation Committee standardized the cash compensation for our Senior Vice President, Global Customer Services to be on par with our other executive officers, all of our NEOs had an annual base salary of \$300,000. Base salaries paid to our NEOs for fiscal 2018 are reflected in the Summary Compensation Table below.

In March 2018, our Compensation Committee increased the base salary level for our executive officers from \$300,000 to \$325,000 to acknowledge their contributions to the business and increased level of responsibility due to our growth over the two years since the last base salary increase. We expect that our Compensation Committee will continue to review base salary levels annually and may review them more frequently, for example in connection with a promotion.

**Annual Cash Incentive Bonuses.** With one exception (as described below), we have not offered a short-term cash incentive bonus program to our NEOs since our IPO, and our Compensation Committee again determined for fiscal 2018 not to offer such a program. Rather, our Board and Compensation Committee continue to believe that our reliance on equity compensation adequately facilitates the achievement of corporate operational goals and aligns each NEO with long-term stockholder interest. Accordingly, none of our NEOs were paid any cash incentive bonus for fiscal 2018.



## Executive Compensation

The one exception to our policy of not offering short-term cash incentive bonuses was for the executive officer in the role of Senior Vice President, Global Customer Services. However, in March 2017, our Compensation Committee, in consultation with our management, determined that the executive in the Senior Vice President, Global Customer Services role could be adequately incentivized through stock options and RSUs similar to our other NEOs. Therefore, the short-term cash incentive bonus arrangement for our Senior Vice President, Global Customer Services, currently Mr. Lequient, was permanently suspended.

**Equity Awards.** We grant stock options and RSUs from time to time to our employees, including our executive officers, under our stock plans. However, our executive compensation programs do not include formulaic or routine annual equity grants to all our executive officers. In all cases other than the recent grant to our Chief Executive Officer (which involved options priced above the market price on the grant date), stock options allow our executive officers to purchase shares of our common stock at a price per share equal to the fair market value of our common stock on the date of grant. Our options typically have a five-year vesting schedule. Our Compensation Committee believes that options are inherently performance-based because the holder benefits only if our stock price increases following the option grant date, aligning the option holder's interest closely with those of our stockholders. In addition, our RSU awards provide shares that will be issued upon satisfaction of service period vesting conditions, typically over a four-year vesting schedule. Our Compensation Committee believes that a grant of RSU awards serves as an effective retention tool for our executive officers because unvested awards are forfeited if an executive officer voluntarily leaves us before the awards have vested and because they have a more readily ascertainable cash value and provide greater liquidity than stock options. We believe that the combination of stock options and RSUs in our long-term equity program emphasizes an ownership culture and rewards our executives for growing our business.

**CEO Equity Compensation.** With respect to our Chief Executive Officer, Mr. Gassner, our Compensation Committee has purposefully placed strong emphasis on long-term incentive compensation in the form of stock options to most effectively align his long-term interests with those of our stockholders. Prior to completing our IPO in October 2013, our Compensation Committee determined to maintain a simple executive compensation program for Mr. Gassner that would continue to foster an ownership mentality by heavily emphasizing long-term equity compensation, in the form of stock options, over cash compensation.

In March 2013, Mr. Gassner was granted options to purchase 3,333,333 shares of our common stock (the "pre-IPO grant"). This grant began vesting over a five-year period beginning February 1, 2015 through our fiscal year ending January 31, 2020 and was intended to provide his only long-term incentive compensation for that five-year period. Until January 2018, Mr. Gassner had not been granted any additional long-term incentive awards since the pre-IPO grant, was paid no short-term cash incentive bonus, and received a below-market annual base salary similar to all our other executive officers. Our Board believes the pre-IPO grant has appropriately and successfully compensated Mr. Gassner to lead our business and drive our success and has best aligned his interests with the long-term interests of our stockholders and our vision to build a lasting, growing cloud company. Our Board continues to believe that, at this stage of Veeva's growth, it is appropriate to evaluate grants for Mr. Gassner on a five-year cadence.

## Executive Compensation

Accordingly, after extensive review and deliberation by the Compensation Committee and discussion with our Board over approximately a seven-month period, on January 10, 2018, upon the recommendation of our Compensation Committee, our Board approved a grant to Mr. Gassner of options to purchase an aggregate of 2,838,635 shares of our Class A common stock (the “New Options”) with an exercise price above the closing stock price on that date. The New Options have an exercise price of \$60.00 per share, which approximated the 60-day average of closing stock prices around our all-time high closing stock price prior to January 10, 2018. The closing price of our stock on January 10, 2018 was \$57.68 per share, and the aggregate grant date fair value of the New Options (as reflected in the Summary Compensation Table below) was approximately \$87,843,333. Mr. Gassner did not participate in Compensation Committee discussions related to the New Options, recused himself from Board discussions related to the New Options, and did not attend the January 10, 2018 meeting of the Board.

The table below summarizes the schedule and conditions upon which the New Options vest and become exercisable:

Number of Shares (#)	Service-Based Vesting Condition	Stock Price Target Vesting Condition (\$)	First Date Exercisable	Expiration Date
2,128,975	Continued service as CEO through February 1, 2025, with vesting in monthly increments beginning February 1, 2020	N/A	First monthly increment (1/60th of total) will become vested and exercisable on March 1, 2020, with additional monthly increments becoming exercisable thereafter through February 1, 2025	January 9, 2028
177,415	Same as above	90.00	Same as above, but only if the applicable Stock Price Target has previously been achieved	January 9, 2028
177,415	Same as above	100.00	Same as above, but only if the applicable Stock Price Target has previously been achieved	January 9, 2028
177,415	Same as above	110.00	Same as above, but only if the applicable Stock Price Target has previously been achieved	January 9, 2028
177,415	Same as above	120.00	Same as above, but only if the applicable Stock Price Target has previously been achieved	January 9, 2028

To achieve each of the above Stock Price Target Vesting Conditions, Veeva’s Class A common stock must sustain the specified Stock Price Target for at least 60 consecutive trading days. Each Stock Price Target Vesting Condition may be satisfied at any time prior to the Expiration Date of the option, and Mr. Gassner does not receive any economic benefit from the New Options unless our stock price exceeds the exercise price. Consistent with Mr. Gassner’s pre-IPO grant, the New Options are not subject to any contractual vesting acceleration provisions. Moreover, the New Options reflect the continuation of a five-year long-term incentive compensation cycle for Mr. Gassner and do not begin vesting (based upon the service-based vesting conditions) until Mr. Gassner’s pre-IPO grant options complete vesting through our fiscal year ending January 31, 2020. The added features of time-based vesting that continue for seven years after grant, Stock Price Target Vesting Conditions that apply to a portion of the New Options set at increments requiring greater than 50% to 100% increases over the exercise price, and the New Option exercise price that was above grant-date market price were intended to strongly align Mr. Gassner’s interests with those of our stockholders.

## Executive Compensation

Consistent with its long-term-focused approach as described above, our Board intends that the New Options will be the only long-term incentive awards that Mr. Gassner is granted until at least 2023.

The disclosure rules that apply to the Summary Compensation Table require that we reflect the entire grant date fair value for the New Options in fiscal 2018. In determining to approve or recommend, respectively, the New Options grant, our Board and our Compensation Committee considered the fact that, given its five-year grant cycle for Mr. Gassner and the delayed vesting commencement date, the fair value of the New Options might more appropriately be thought of by allocating the grant date fair value in equal portions to each of the five fiscal years in which the options will vest (i.e., fiscal 2021 through fiscal 2025). The fair value allocated under that methodology to each year of the five-year vesting period would have been \$17,568,667.

*President and CFO Equity Compensation.* With respect to our Chief Financial Officer and President, our Compensation Committee has purposefully placed strong emphasis on long-term incentive compensation in the form of stock options to most effectively align the officers' long-term interests with those of our stockholders. Prior to completing our IPO in October 2013, our Compensation Committee determined to maintain through the IPO and for some years thereafter a simple executive compensation program for these executives that would continue to foster an ownership mentality by heavily emphasizing long-term equity compensation, in the form of stock options, over cash compensation. We do not currently provide these executive officers any form of compensation other than base salary and the stock options granted prior to our IPO. To date, our Compensation Committee is of the view that this compensation approach is appropriate for these most senior executive officers.

In keeping with the compensation approach applied to our Chief Financial Officer and President, our Compensation Committee last granted equity awards to these officers in March 2013 in the form of stock options with longer-than-usual vesting periods (each six years). At that time, our Chief Financial Officer and President each received options to purchase 1,333,333 shares of our common stock, which awards continue to vest through our fiscal year ending January 31, 2019. Information about these stock options can be found in the Outstanding Equity Awards at Fiscal 2018 Year End table below. Neither our Chief Financial Officer nor our President has been granted any additional equity awards since 2013.

*Other NEO Equity Compensation.* We do not have a general practice of making annual equity grants to all our executive officers. However, in fiscal 2018, our Compensation Committee granted RSUs to Messrs. Faddis and Lequient. The Compensation Committee granted additional RSUs to Mr. Faddis after observing that his cash compensation was below the 75<sup>th</sup> percentile of our peer group even factoring in the annual cash value of the vesting of his RSUs held prior to the grant. The Compensation Committee also granted Mr. Lequient RSUs in connection with standardizing his compensation to match the approach for our other executive officers. Details regarding fiscal 2018 equity awards to our NEOs is set forth in the Summary Compensation Table and Fiscal 2018 Grants of Plan-Based Awards table below.

*Perquisites, Retirement, and Other Benefits.* We generally do not provide perquisites or other benefits to our executive officers other than those available to employees generally. We have established a 401(k) tax-deferred savings plan, which permits participants, including our executive officers, to make contributions up to applicable annual statutory limits by salary deduction pursuant to Section 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"). We are responsible for administrative costs of the 401(k) plan. Beginning January 1, 2018, we began matching 100% of eligible contributions up to \$500 per quarter by our employees, including our executive officers. Such matching contributions are immediately and fully vested.

## **Executive Compensation**

***Severance and Change in Control Benefits.*** Other than Mr. Faddis, none of our executive officers is currently eligible for any severance or change in control-related benefits. Mr. Faddis' offer letter with us, negotiated when he was hired in late 2012, provides that if he is terminated without cause or resigns for good reason within 60 days prior to or 18 months following a change in control, then he will vest in all of his then-outstanding equity awards to the same extent as if he had remained employed for an additional 24 months from the date of such termination or resignation.

### **Other Compensation-Related Policies**

#### ***Executive Officer Recoupment Policy***

We have not adopted a policy on whether we will make retroactive adjustments to any cash or equity-based incentive compensation paid to our NEOs (or others) where the payment was predicated upon the achievement of financial results that were subsequently the subject of a restatement. While we do not currently offer variable compensation based upon achievement of financial results, our Compensation Committee continues to evaluate the adoption of a recoupment policy pending final SEC rules. In the meantime, we intend to comply with all applicable laws and regulations requiring any adjustments to or recovery of incentive compensation.

#### ***Stock Ownership Guidelines; Trading and Hedging Policies***

Our Corporate Governance Principles encourage our executive officers to own Veeva stock. We do not, however, have stock ownership guidelines for our executive officers that require ownership of a specific amount of Veeva stock because our Compensation Committee believes that the stock and option holdings of our executive officers are sufficient at this time to align their interests with those of our stockholders. However, we continue to evaluate the usefulness and appropriateness of such guidelines from time to time. Our executive officers are subject to our Insider Trading Policy that prohibits, among other things, hedging transactions in Veeva stock, pledging Veeva stock, and holding Veeva stock in a margin account among other restrictions.

#### ***Compensation Policies and Practices as They Relate to Risk Management***

Our Compensation Committee has reviewed our compensation-related risks and does not believe that our compensation policies and practices encourage undue or inappropriate risk taking or create risks that are reasonably likely to have a material adverse effect on Veeva, since our straight-forward executive compensation programs continue to foster an ownership mentality by emphasizing long-term equity compensation over cash compensation.

### **Tax and Accounting Considerations**

#### ***Deductibility of Executive Compensation***

Section 162(m) of the Code, as modified by the Tax Cuts and Jobs Act of 2017 ("Tax Act"), will limit the amount that we may deduct from our federal income taxes for remuneration paid to our executive officers to one million dollars per executive officer per year, unless certain requirements are met. While our Compensation Committee is mindful of the benefit to us of the deductibility of compensation and will consider deductibility when analyzing potential compensation alternatives, our Compensation Committee believes that it should not be constrained by the requirements of Section 162(m) where those requirements would impair flexibility in compensating our executive officers in a manner that can best promote our corporate objectives. Therefore, our Compensation Committee has not adopted a policy that requires that all compensation be deductible. Given the modifications of Section 162(m) by the Tax Act, we expect there to be limitations in the future deductibility of compensation to our executive officers.

## Executive Compensation

### ***No Gross-Ups of Parachute Payments and Deferred Compensation***

We did not provide any executive officer, including any NEO, with a “gross-up” or other reimbursement payment for any tax liability that he or she might owe as a result of the application of Sections 280G, 4999, or 409A of the Code during fiscal 2018, and we have not agreed and are not otherwise obligated to provide any NEOs with such a “gross-up” or other reimbursement.

### ***Accounting Treatment***

We account for stock compensation in accordance with the authoritative guidance set forth in ASC Topic 718, which requires companies to measure and recognize the compensation expense for all share-based awards made to employees and directors, including stock options and RSUs, over the period during which the award recipient is required to perform services in exchange for the award (for executive officers, generally the four- or five-year vesting period of the award). We estimate the fair value of stock options granted using either a Monte Carlo simulation for market condition awards or the Black-Scholes option-valuation model. This calculation is performed for accounting purposes and reported in the compensation tables below.

### **Compensation Committee Report (1)**

The Compensation Committee establishes the compensation programs for our named executive officers. In connection with such responsibility, the Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this Proxy Statement.

In reliance on the review and discussions referred to above, the Compensation Committee has recommended to the Board of Directors that this Compensation Discussion and Analysis be incorporated by reference into the Annual Report on Form 10-K for the year ended January 31, 2018 and included in this Proxy Statement.

Gordon Ritter, *Chair*

Ronald E.F. Codd

(1) The material in this report is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference in any of our filings under the Securities Act of 1933, as amended, or the Securities Act, or the Exchange Act, other than our Annual Report on Form 10-K, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

## Executive Compensation

### Summary Compensation Table

The following table provides information concerning the compensation paid to our NEOs for fiscal 2018, as well as for our prior two fiscal years.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) (1)	Option Awards (\$) (1)	Total (\$)
Peter P. Gassner <i>Chief Executive Officer</i>	2018	300,000	—	—	87,843,333 (2)	88,143,333
	2017	297,917	—	—	—	297,917
	2016	275,000	—	—	—	275,000
Timothy S. Cabral <i>Chief Financial Officer</i>	2018	258,462 (3)	—	—	—	258,462
	2017	297,917	—	—	—	297,917
	2016	275,000	—	—	—	275,000
Josh Faddis <i>Senior Vice President, General Counsel, and Corporate Secretary</i>	2018	300,000	—	574,440	—	874,440
	2017	297,917	—	196,400	—	494,317
	2016	275,000	—	205,600	—	480,600
Frederic Lequent (4) <i>Senior Vice President, Global Customer Services</i>	2018	297,917	—	495,700	—	793,617
	2017	275,000	138,590	874,440	1,178,040	2,466,070
Alan V. Mateo <i>Executive Vice President, Global Sales</i>	2018	300,000	—	—	—	300,000
	2017	297,917	—	392,800	—	690,717
	2016	221,058	—	944,650	6,266,000	7,431,708
Matthew J. Wallach <i>President</i>	2018	300,000	—	—	—	300,000
	2017	297,917	—	—	—	297,917
	2016	242,388 (3)	—	—	—	242,388
E. Nitsa Zuppas <i>Chief Marketing Officer</i>	2018	300,000	—	—	—	300,000
	2017	297,917	—	196,400	—	494,317
	2016	275,000	—	848,560	—	1,123,560

- (1) The amounts reported in these columns represent the aggregate grant date fair value of RSUs and options to purchase shares of our Class A common stock, as applicable, computed in accordance with FASB ASC Topic No. 718. See note 9 of the notes to our consolidated financial statements included in our annual report on Form 10-K filed on March 29, 2018 for a discussion of the assumptions made by us in determining the grant date fair value of our equity awards. These amounts do not purport to reflect the value that will be recognized by the NEOs upon sale of the underlying securities.
- (2) Represents the grant date fair value of options to purchase an aggregate of 2,838,635 shares of our Class A common stock. See discussion in “Compensation Discussion & Analysis—Principal Elements of Compensation—Equity Awards” for additional details about this option grant. This option grant was made to Mr. Gassner on January 10, 2018. Accordingly, the disclosure rules that apply to the Summary Compensation Table require that we reflect the entire grant date fair value for this option grant in fiscal 2018. In determining to recommend and approve, respectively, this option grant, our Compensation Committee and our Board considered the fact that, given its five-year grant cycle for Mr. Gassner and delayed vesting commencement date, the fair value of the option grant might more appropriately be thought of by allocating the grant date fair value in equal portions to each of the five fiscal years in which the options will vest (i.e., fiscal 2021 through fiscal 2025). The fair value allocated under that methodology to each year of the five-year vesting period would have been \$17,568,667.
- (3) Messrs. Cabral and Wallach took unpaid leaves under our sabbatical program.
- (4) Mr. Lequent joined Veeva in February 2016 and became an executive officer effective March 23, 2016.

## Executive Compensation

### Fiscal 2018 Grants of Plan-Based Awards

The following table sets forth certain information regarding each plan-based award granted to our NEOs during fiscal 2018.

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards Target (#) (1)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/share)	Grant Date Fair Value of Stock and Option Awards (\$) (2)
Peter P. Gassner	1/10/2018	—	—	2,128,975 (3)	60.00	66,360,151
	1/10/2018	177,415 (3)(4)	—	—	60.00	5,467,930
	1/10/2018	177,415 (3)(5)	—	—	60.00	5,411,158
	1/10/2018	177,415 (3)(6)	—	—	60.00	5,341,966
	1/10/2018	177,415 (3)(7)	—	—	60.00	5,262,129
Timothy S. Cabral	—	—	—	—	—	—
Josh Faddis	3/15/2017	—	12,000 (8)	—	—	574,440
Frederic Lequent	3/24/2017	—	10,000 (8)	—	—	495,700
Alan V. Mateo	—	—	—	—	—	—
Matthew J. Wallach	—	—	—	—	—	—
E. Nitsa Zuppas	—	—	—	—	—	—

- (1) No “threshold” or “maximum” number of shares is applicable.
- (2) The amounts reported represent the aggregate grant date fair value computed in accordance with FASB ASC Topic No. 718. See note 9 of the notes to our consolidated financial statements included in our annual report on Form 10-K filed on March 29, 2018 for a discussion of the assumptions made by us in determining the grant date fair value of our equity awards. These amounts do not purport to reflect the value that will be recognized by the NEOs upon sale of the underlying securities.
- (3) The stock options vest and become exercisable in 60 equal monthly installments between February 1, 2020 and February 1, 2025, subject to Mr. Gassner’s continued service as our Chief Executive Officer.
- (4) The number in the “target” column reflects the number of options that are eligible to vest if the Stock Price Target of \$90.00 per share is achieved for at least 60 consecutive trading days. See discussion in “Compensation Discussion & Analysis—Principal Elements of Compensation—Equity Awards” for additional details about this award.
- (5) The number in the “target” column reflects the number of options that are eligible to vest if the Stock Price Target of \$100.00 per share is achieved for at least 60 consecutive trading days. See discussion in “Compensation Discussion & Analysis—Principal Elements of Compensation—Equity Awards” for additional details about this award.
- (6) The number in the “target” column reflects the number of options that are eligible to vest if the Stock Price Target of \$110.00 per share is achieved for at least 60 consecutive trading days. See discussion in “Compensation Discussion & Analysis—Principal Elements of Compensation—Equity Awards” for additional details about this award.
- (7) The number in the “target” column reflects the number of options that are eligible to vest if the Stock Price Target of \$120.00 per share is achieved for at least 60 consecutive trading days. See discussion in “Compensation Discussion & Analysis—Principal Elements of Compensation—Equity Awards” for additional details about this award.
- (8) RSUs vest quarterly over four years, with 1/16th vesting per quarter, following the vesting commencement date of March 1, 2017.

## Executive Compensation

### Outstanding Equity Awards at Fiscal 2018 Year-End

The following table sets forth information regarding all unexercised options and unvested RSUs held by each of our NEOs as of January 31, 2018. The vesting schedule applicable to each outstanding award is described in the footnotes to the table below.

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options Vested (#)	Number of Securities Underlying Unexercised Options Unvested (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares of Stock that Have Not Vested (\$) (1)
Peter P. Gassner	3/10/2013	1,944,444	1,388,889 (2)	3.92	3/9/2023	—	—
	1/10/2018	—	2,128,975 (3)	60.00	1/9/2028	—	—
	1/10/2018	—	177,415 (4)	60.00	1/9/2028	—	—
	1/10/2018	—	177,415 (5)	60.00	1/9/2028	—	—
	1/10/2018	—	177,415 (6)	60.00	1/9/2028	—	—
	1/10/2018	—	177,415 (7)	60.00	1/9/2028	—	—
Timothy S. Cabral	2/24/2010	45,000	—	0.13	2/23/2020	—	—
	3/10/2013	95,523	311,111 (8)	3.92	3/9/2023	—	—
Josh Faddis	9/28/2012	26,935	—	1.54	9/27/2022	—	—
	3/10/2013	18,333	81,667 (2)	3.92	3/9/2023	—	—
	3/25/2015	—	—	—	—	2,500 (9)	157,150
	3/23/2016	—	—	—	—	4,500 (10)	282,870
	3/15/2017	—	—	—	—	9,750 (11)	612,885
Frederic Lequent	2/29/2016	—	—	—	—	20,250 (10)	1,272,915
	3/3/2016	—	65,000 (12)	25.70	3/2/2026	—	—
	3/24/2017	—	—	—	—	8,125 (11)	510,738
Alan V. Mateo	5/1/2015	47,842	224,999 (13)	26.99	4/30/2025	—	—
	5/1/2015	—	—	—	—	15,750 (14)	990,045
	3/23/2016	—	—	—	—	9,000 (10)	565,740
Matthew J. Wallach	3/10/2013	99,293	311,111 (15)	3.92	3/9/2023	—	—
E. Nitsa Zuppas	3/26/2013	49,465	6,667 (16)	3.92	3/25/2023	—	—
	3/15/2014	35,800	25,000 (17)	32.26	3/14/2024	—	—
	3/25/2015	—	—	—	—	2,500 (9)	157,150
	4/27/2015	—	—	—	—	7,500 (9)	471,450
	3/23/2016	—	—	—	—	4,500 (10)	282,870

- (1) Computed in accordance with SEC rules as the number of unvested RSUs multiplied by the closing market price of our Class A common stock at the end of fiscal 2018, which was \$62.86 on January 31, 2018 (the last trading day of fiscal 2018).
- (2) The stock options vest monthly over a five-year period following the vesting commencement date. The vesting commencement dates for the option grants are February 1 of 2015 and 2017 for Messrs. Gassner and Faddis, respectively.
- (3) The stock options vest and become exercisable in 60 equal monthly installments between February 1, 2020 and February 1, 2025, subject to Mr. Gassner's continued service as our Chief Executive Officer.



## Executive Compensation

- (4) The stock options vest and become exercisable in 60 equal monthly installments between February 1, 2020 and February 1, 2025, subject to Mr. Gassner's continued service as our Chief Executive Officer and the achievement of the Stock Price Target of \$90.00 per share for at least 60 consecutive trading days. See discussion in "Compensation Discussion & Analysis—Principal Elements of Compensation—Equity Awards" for additional details about this award.
- (5) The stock options vest and become exercisable in 60 equal monthly installments between February 1, 2020 and February 1, 2025, subject to Mr. Gassner's continued service as our Chief Executive Officer and the achievement of the Stock Price Target of \$100.00 per share for at least 60 consecutive trading days. See discussion in "Compensation Discussion & Analysis—Principal Elements of Compensation—Equity Awards" for additional details about this award.
- (6) The stock options vest and become exercisable in 60 equal monthly installments between February 1, 2020 and February 1, 2025, subject to Mr. Gassner's continued service as our Chief Executive Officer and the achievement of the Stock Price Target of \$110.00 per share for at least 60 consecutive trading days. See discussion in "Compensation Discussion & Analysis—Principal Elements of Compensation—Equity Awards" for additional details about this award.
- (7) The stock options vest and become exercisable in 60 equal monthly installments between February 1, 2020 and February 1, 2025, subject to Mr. Gassner's continued service as our Chief Executive Officer and the achievement of the Stock Price Target of \$120.00 per share for at least 60 consecutive trading days. See discussion in "Compensation Discussion & Analysis—Principal Elements of Compensation—Equity Awards" for additional details about this award.
- (8) The stock options vest in equal monthly installments through March 24, 2019.
- (9) RSUs vest quarterly over four years, with 1/16th vesting per quarter, following the vesting commencement date of March 1, 2015.
- (10) RSUs vest quarterly over four years, with 1/16th vesting per quarter, following the vesting commencement date of March 1, 2016.
- (11) RSUs vest quarterly over four years, with 1/16th vesting per quarter, following the vesting commencement date of March 1, 2017.
- (12) Mr. Lequent's stock options vest over five years, with 20% of the shares subject to the award vested on March 1, 2017, and 1/20th of the total shares vesting equally on a quarterly basis thereafter.
- (13) Mr. Mateo's stock options vest over five years, with 20% of the shares subject to the award vested on April 13, 2016, and 1/60th of the total shares vesting equally on a monthly basis thereafter.
- (14) Mr. Mateo's RSUs vest quarterly over five years, with 1/20th vesting per quarter, following the vesting commencement date of April 13, 2015.
- (15) The stock options vest in equal monthly installments through March 31, 2019.
- (16) Ms. Zuppas' stock options vest over five years, with 20% of the shares subject to the award vested on March 18, 2014, and 1/60th of the total shares vesting equally on a monthly basis thereafter.
- (17) Ms. Zuppas' stock options vest monthly over a five-year period following the vesting commencement date of April 1, 2014.

## Executive Compensation

### Fiscal 2018 Option Exercises and Stock Vested

The following table shows the number of shares NEOs acquired upon exercise of options and vesting of RSUs during fiscal 2018.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) (1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) (2)
Peter P. Gassner	—	—	—	—
Timothy S. Cabral	235,699	12,171,775	—	—
Josh Faddis	104,565	5,863,593	6,250	366,988
Frederic Lequient	35,000	1,205,833	10,875	630,169
Alan V. Mateo	118,559	2,995,362	11,000	634,198
Matthew J. Wallach	324,289	16,583,712	—	—
E. Nitsa Zuppas	55,200	1,655,600	10,000	572,375

- (1) The value realized is based on the fair market value of our Class A common stock on the date of exercise minus the exercise price.
- (2) The value realized on vesting is calculated by multiplying the number of RSUs vesting by the fair market value of a share of our Class A common stock on the vesting date.

### Fiscal 2018 Potential Payments Upon Termination or Change in Control

We have entered into offer letters with each of Messrs. Gassner, Cabral, Faddis, Lequient, Mateo, and Wallach and Ms. Zuppas, none of which provide a right to receive severance in the event of a termination of their employment. Other than Mr. Faddis, none of our NEOs is currently eligible for any change in control-related benefits. Mr. Faddis' offer letter provides that if he is terminated without cause or resigns for good reason within 60 days prior to or 18 months following a change in control, then he will vest in all of his then-outstanding equity awards to the same extent as if he had remained employed for an additional 24 months from the date of such termination or resignation.

Assuming Mr. Faddis' employment was terminated as of January 31, 2018 and such termination was within 60 days prior to or 18 months following our change in control, Mr. Faddis would have been eligible to receive option and RSU acceleration pursuant to his offer letter in the amount of \$5,473,510. This value was calculated by multiplying the number of unvested option and RSU shares eligible for acceleration by \$62.86, the closing price of our Class A common stock on January 31, 2018, the last trading day of fiscal 2018, or, in the case of his options, by the difference between that price and any applicable exercise price.

### CEO Pay Ratio

For fiscal 2018, we are required to disclose the ratio of the annual total compensation of Mr. Gassner, our Chief Executive Officer, to the median employee's annual total compensation. We believe our compensation philosophy and process yield an equitable result for all of our employees.

The pay ratio reported below is a reasonable estimate calculated in a manner consistent with SEC rules based on our internal records and the methodology described below. Neither the Compensation Committee nor our management used our pay ratio in making compensation decisions. Because the SEC's rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices, the pay ratio reported by other companies may not be

## Executive Compensation

comparable to the pay ratio reported below, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates, and assumptions in calculating their own pay ratios.

For purposes of identifying our “median employee,” we used our worldwide employee population as of November 1, 2017 which consisted of 2,114 part-time and full-time employees, of which 1,145 employees were employed in the United States and 969 employees were employed outside of the United States. To identify the median employee, we used the following methodology and consistently applied material assumptions, adjustments, and estimates:

- We calculated the total cash compensation of our employee population, excluding Mr. Gassner, as the aggregate of annual base salary for permanent salaried employees, or hourly rate multiplied by expected annual work schedule for hourly employees, as of November 1, 2017 plus any variable compensation earned during the 12 months ended October 31, 2017.
- We used the exchange rate based on a 12-month average as of November 1, 2017 to convert each non-U.S. employee’s cash compensation to U.S. dollars.
- We did not make any cost-of-living adjustments in identifying the median employee nor did we use the de minimis exemption allowed by SEC rules to exclude any of our employee population.
- After identifying the median employee, we calculated the annual total compensation for fiscal 2018 for such employee using the same methodology we used for our NEOs as set forth in the Summary Compensation Table above.

For fiscal 2018, the annual total compensation for Mr. Gassner and our median employee were \$88,141,333 and \$94,810, respectively. Accordingly, the resulting ratio of the two amounts is approximately 930:1.

The pay ratio above is not representative of what we expect the ratio to be in other fiscal years. Under SEC rules, Mr. Gassner’s total compensation in fiscal 2018 includes the entire grant date fair value of New Options granted to him in January 2018 (a value of \$87,843,333) even though the New Options vest over a five-year period from fiscal 2021 through fiscal 2025 (see the discussion in “Compensation Discussion & Analysis—Principal Elements of Compensation—Equity Awards” for additional details about this option grant). Since equity grants have not been made to Mr. Gassner on an annual basis, his total compensation, as reported under SEC rules, will include no equity-based compensation in most fiscal years. For example, in fiscal 2016 and 2017, as reflected in the Summary Compensation Table above, Mr. Gassner’s total compensation solely consisted of base salary. If we calculated the CEO pay ratio based on Mr. Gassner’s fiscal 2017 total compensation and assuming the same total compensation for our median employee, the pay ratio would have been approximately 3:1. Similarly, if we again assume that the total compensation for our median employee in fiscal 2019 is equal to fiscal 2018, then we would expect our pay ratio next year to be approximately 3:1.

Alternatively, if we were to allocate an equal portion of the grant date fair value of Mr. Gassner’s New Options to each of the five fiscal years in which the options will vest, the annual value of the New Options would be \$17,568,666. Using that value and assuming a relatively constant base salary for Mr. Gassner and a relatively constant total compensation for our median employee, the resulting pay ratio would be approximately 185:1.

It is important to note that neither \$88,141,333 nor \$17,568,666 are indicative of actual gains Mr. Gassner may receive from the New Options. Unlike full-value equity awards (such as restricted stock units), which have become more common in recent years for executive officer grants at other public companies, Mr. Gassner will receive no financial benefit from the New Options unless our stock price remains above the option exercise price of \$60.00 per share, which was an above market price

## Executive Compensation

on the date the New Options were granted. In addition, a portion of the New Options only vest if certain Stock Price Targets are met. Assuming Mr. Gassner does not exercise and sell any shares from the New Options until they are completely vested on February 1, 2025, his gross financial gain upon exercise and sale of all vested shares at various stock prices would be as reflected in the table below.

Veeva Stock Price (\$)	Number of Sellable Shares (#)	Gross Gain (\$)
40.00	2,128,975	0
50.00	2,128,975	0
60.00	2,128,975	0
70.00	2,128,975	21,289,750
80.00	2,128,975	42,579,500
90.00	2,306,390	69,191,700 (1)
100.00	2,483,805	99,352,200 (1)
110.00	2,661,220	133,061,000 (1)
120.00	2,838,635	170,318,100 (1)

(1) This amount assumes the corresponding Veeva stock price was achieved for at least 60 consecutive trading days prior to February 1, 2025.

## EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of January 31, 2018 with respect to the shares of our common stock that may be issued under our existing equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, RSUs, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (1)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (2)
Equity compensation plans approved by stockholders	18,925,882	16.76	23,754,451(3)
Equity compensation plans not approved by stockholders	—	—	—
<b>Total</b>	<b>18,925,882</b>		<b>23,754,451</b>

- (1) The weighted average exercise price does not take into account outstanding restricted stock or RSUs.
- (2) Included in this amount are 4,897,856 shares available for future issuance under the 2013 Employee Stock Purchase Plan (ESPP).
- (3) On the first business day of each fiscal year during the term of our 2013 Equity Incentive Plan (2013 Plan), commencing on February 1, 2014, the number of authorized shares of our Class A common stock under our 2013 Plan automatically increases by a number of shares of our Class A common stock equal to the least of (i) 5% of the total number of shares of all classes of our common stock issued and outstanding on the last business day of the prior fiscal year, (ii) 13,750,000 shares of our Class A common stock or (iii) a number of shares of our Class A common stock determined by our Board. On the first business day of each fiscal year during the term of our ESPP, commencing on February 1, 2014, the number of authorized shares of our Class A common stock under our ESPP automatically increases by a number of shares of our Class A common stock equal to the least of (i) 1% of the total number of shares of all classes of our common stock issued and outstanding on the last business day of the prior fiscal year, (ii) 2,200,000 shares of our Class A common stock or (iii) a number of shares of our Class A common stock determined by our Board.

## **PROPOSAL TWO: ADVISORY (NON-BINDING) VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION**

***Our Board unanimously recommends that you vote FOR the approval, on an advisory basis, of our named executive officer compensation.***

In accordance with SEC rules, stockholders are being asked to vote to approve, on an advisory and non-binding basis, the compensation of our named executive officers as disclosed in this proxy statement. This is commonly referred to as a “Say-on-Pay” proposal.

As described in detail under the heading “Executive Compensation — Compensation Discussion and Analysis,” the principal objectives and philosophy of our executive compensation programs are to attract, fairly compensate, appropriately incentivize, and retain our executives in a manner that aligns their long-term interests with those of our stockholders.

We are asking for stockholder approval of the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules, which disclosure includes “Executive Compensation — Compensation Discussion and Analysis,” the compensation tables, and the narrative discussion following the compensation tables. This vote is not intended to address any specific item of compensation but rather the overall compensation of our named executive officers and the policies and practices described in this proxy statement.

Accordingly, we are asking our stockholders to vote “FOR” the following resolution:

“RESOLVED, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion, is hereby APPROVED.”

This vote is advisory and therefore not binding on our Board or our Compensation Committee. Our Board and Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, we will consider those stockholders’ concerns and evaluate whether any actions are necessary to address those concerns.

## PROPOSAL THREE: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

***Our Board unanimously recommends a vote “FOR” ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2019.***

Our Audit Committee has appointed the firm of KPMG LLP, independent registered public accountants, to audit our financial statements for the fiscal year ending January 31, 2019. KPMG LLP has audited our financial statements since the fiscal year ended January 31, 2010.

Notwithstanding its selection and even if our stockholders ratify the selection, our Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interests of Veeva and its stockholders. At the Annual Meeting, the stockholders are being asked to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2019. Our Audit Committee is submitting the selection of KPMG LLP to our stockholders because we value our stockholders’ views on our independent registered public accounting firm and as a matter of good corporate governance. Representatives of KPMG LLP will be present at the Annual Meeting and they will have an opportunity to make statements and will be available to respond to appropriate questions from stockholders.

If this proposal does not receive the affirmative approval of a majority of the votes cast on the proposal, the Audit Committee would reconsider the appointment.

### Principal Accounting Fees and Services

The following table sets forth all fees paid or accrued by us for professional audit services and other services rendered by KPMG LLP for the fiscal years ended January 31, 2018 and 2017:

	2018	2017
Audit Fees (1) (3)	\$2,728,770	\$1,798,055
Audit-Related Fees (2) (3)	10,000	10,000
<b>Total Fees</b>	<b>\$2,738,770</b>	<b>\$1,808,055</b>

- (1) Audit fees: This category represents fees for professional services provided in connection with the audit of our financial statements, review of our quarterly financial statements, attest services related to Section 404 of the Sarbanes-Oxley Act of 2002, and audit services provided in connection with other regulatory or statutory filings for which we have engaged KPMG LLP.
- (2) Audit-related fees: This category represents fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under “Audit Fees.”
- (3) For the fiscal year ended January 31, 2017, \$165,055 in audit fees and \$10,000 in audit-related fees were not previously included as they were billed during fiscal year ended January 31, 2018.

### Pre-Approval of Audit and Non-Audit Services

Consistent with requirements of the SEC and the Public Company Accounting Oversight Board regarding auditor independence, our Audit Committee is responsible for the appointment, compensation and oversight of the work of our independent registered public accounting firm. In recognition of this responsibility, our Audit Committee (or the chair if such approval is needed on a time urgent basis) generally pre-approves of all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services, and other services.

## AUDIT COMMITTEE REPORT

*The information contained in the following report of Veeva's Audit Committee is not considered to be "soliciting material," "filed" or incorporated by reference in any past or future filing by us under the Securities Exchange Act of 1934 or the Securities Act of 1933 unless and only to the extent that Veeva specifically incorporates it by reference.*

### **Role of the Audit Committee**

The Audit Committee operates under a written charter adopted by our Board of Directors. Our Audit Committee oversees our accounting practices, system of internal controls, audit processes and financial reporting processes. Among other things, our Audit Committee is responsible for reviewing our disclosure controls and processes and the adequacy and effectiveness of our internal controls. It also discusses the scope and results of the audit with our independent registered public accounting firm, reviews with our management and our independent registered public accounting firm, our interim and year-end operating results and, as appropriate, initiates inquiries into aspects of our financial affairs. Our Audit Committee is responsible for establishing procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters. In addition, our Audit Committee has sole and direct responsibility for the appointment, retention, compensation and oversight of the work of our independent registered public accounting firm, including approving services and fee arrangements. Material related party transactions will be approved by our Audit Committee before we enter into them, as required by applicable rules and listing standards. A more detailed description of the functions and responsibilities of the Audit Committee can be found in Veeva's Audit Committee charter, published on the Investors portion of Veeva's website at <http://ir.veeva.com/>.

The Audit Committee oversees our financial reporting process on behalf of the Board of Directors. Management is responsible for our internal controls, financial reporting process, selection of accounting principles, determination of estimates and compliance with laws, regulations and ethical business conduct. Our independent registered public accounting firm is responsible for expressing an opinion as to the conformity of our consolidated financial statements with generally accepted accounting principles.

### **Review of Audited Financial Statements for the Fiscal Year Ended January 31, 2018**

The Audit Committee has reviewed and discussed with Veeva's management and KPMG LLP the audited consolidated financial statements of Veeva for the fiscal year ended January 31, 2018. The Audit Committee has also discussed with KPMG LLP the matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board regarding communications between our independent registered public accounting firm and Audit Committee.

The Audit Committee has received and reviewed the written disclosures and the letter from KPMG LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with KPMG LLP its independence from us.

Based on the activities, reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Veeva's annual report on Form 10-K for the fiscal year ended January 31, 2018 for filing with the Securities and Exchange Commission.

Submitted by the Audit Committee of the Board of Directors:

Ronald E. F. Codd (*Chair*)  
Timothy Barabe  
Paul Chamberlain



# FREQUENTLY ASKED QUESTIONS AND ANSWERS

## Annual Meeting

### **Q: What is a proxy and why am I receiving these proxy materials?**

A: A proxy is your legal designation of another person to vote the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card.

Our Board is providing these proxy materials to you in connection with the solicitation of proxies for use at the Annual Meeting to be held on Wednesday, June 13, 2018 at 12:00 p.m. Pacific Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters described in this Proxy Statement. The Notice, this Proxy Statement and accompanying form of proxy card are being made available to you on or about May 4, 2018. This Proxy Statement includes information that we are required to provide to you under SEC rules and that is designed to assist you in voting your shares.

### **Q: What is included in the proxy materials?**

A: The proxy materials include:

- This Proxy Statement for the Annual Meeting;
- Our 2018 Annual Report, which consists of our Annual Report on Form 10-K for the fiscal year ended January 31, 2018; and
- The proxy card or a voting instruction form for the Annual Meeting, if you have requested that the proxy materials be mailed to you.

### **Q: How can I get electronic access to the proxy materials?**

A: The proxy materials are available at [www.astproxyportal.com/ast/18559](http://www.astproxyportal.com/ast/18559) and at <http://ir.veeva.com>. You can find directions on how to instruct us to send future proxy materials to you by email at [www.astproxyportal.com/ast/18559](http://www.astproxyportal.com/ast/18559). Choosing to receive future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual meetings on the environment. If you choose to receive future proxy materials by email, you will receive an email message next year with instructions containing a link to the proxy materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you terminate it.

### **Q: What information is contained in this Proxy Statement?**

A: The information in this Proxy Statement relates to the proposals to be voted on at the Annual Meeting, the voting process, the compensation of our directors and certain of our executive officers, corporate governance, and certain other required information.

### **Q: Where is the Annual Meeting?**

A: The Annual Meeting will be held at our principal executive offices located at 4280 Hacienda Drive, Pleasanton, California 94588. The telephone number at that location is (925) 452-6500.

### **Q: Can I attend the Annual Meeting?**

A: You are invited to attend the Annual Meeting if you were a stockholder of record or a beneficial owner as of the Record Date. Admission will begin at 11:30 a.m. Pacific Time on the date of the Annual Meeting, and you must present valid picture identification such as a driver's license or

## Frequently Asked Questions and Answers

passport and, if asked, provide proof of stock ownership as of the Record Date. The use of mobile phones, pagers, recording or photographic equipment, tablets, and/or computers is not permitted at the Annual Meeting. The meeting will begin promptly at 12:00 p.m. Pacific Time. Stockholders may request directions to our principal executive offices in order to attend the Annual Meeting by calling (925) 452-6500 or visiting [www.astproxyportal.com/ast/18559](http://www.astproxyportal.com/ast/18559).

### Stock Ownership

**Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?**

A: *Stockholders of record* — If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC (“AST”), you are considered, with respect to those shares, the “stockholder of record,” and the Notice was provided to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote in person at the Annual Meeting.

*Beneficial owners* — Many Veeva stockholders hold their shares through a broker, trustee, or other nominee, rather than directly in their own name. If your shares are held in a brokerage account or by a bank or another nominee, you are considered the “beneficial owner” of shares held in “street name.” The Notice was forwarded to you by your broker, trustee, or nominee who is considered, with respect to those shares, the stockholder of record.

As the beneficial owner, you have the right to direct your broker, trustee, or nominee on how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since beneficial owners are not stockholders of record, you may not vote your shares in person at the Annual Meeting unless you follow your broker’s procedures for obtaining a legal proxy. If you request a printed copy of the proxy materials by mail, your broker or nominee will provide a voting instruction card for you to use.

### Quorum and Voting

**Q: How many shares must be present or represented to conduct business at the Annual Meeting?**

A: A quorum is the minimum number of shares required to be present at the Annual Meeting for the meeting to be properly held under our Bylaws and Delaware state law. The presence, in person or by proxy, of a majority of the aggregate voting power of the issued and outstanding shares of stock entitled to vote at the meeting will constitute a quorum at the meeting. Except as otherwise expressly provided by our Certificate or Bylaws, the holders of shares of Class A common stock and Class B common stock will vote together as a single class on all matters submitted to a vote or for the consent of the stockholders of Veeva. Each holder of Class A common stock will have the right to one vote per share of Class A common stock and each holder of Class B common stock will have the right to ten votes per share of Class B common stock. A proxy submitted by a stockholder may indicate that the shares represented by the proxy are not being voted (“stockholder withholding”) with respect to a particular matter.

Under the General Corporation Law of the State of Delaware, abstentions and broker “non-votes” are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the Annual Meeting.

A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

## Frequently Asked Questions and Answers

**Q: Who is entitled to vote at the Annual Meeting?**

A: Holders of record of our common stock at the close of business on the Record Date are entitled to receive notice of and to vote their shares at the Annual Meeting. As of the Record Date, we had 120,354,247 shares of Class A common stock outstanding and 22,805,651 shares of Class B common stock outstanding.

**Q: How many votes do I have?**

A: In deciding all matters at the Annual Meeting, each holder of Class A common stock of Veeva will be entitled to one vote for each share of Class A common stock held as of the close of business on the Record Date, and each holder of Class B common stock of Veeva will be entitled to ten votes for each share of Class B common stock held as of the close of business on the Record Date. We do not have cumulative voting rights for the election of directors.

**Q: How can I vote my shares?**

A: If you are a **stockholder of record**, you may cast your vote in one of the following ways:

- *In person at the annual meeting* — Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. Shares held beneficially in street name may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker, trustee, or other nominee that holds your shares giving you the right to vote the shares. **Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy card, if you have requested one, or follow the voting directions described below, so that your vote will be counted if you later decide not to attend the meeting.**
- *Via the Internet* — You may vote by proxy via the Internet by following the instructions provided in the Notice or, if you requested printed copies of the proxy materials by mail, by following the instructions provided in the proxy card.
- *By Telephone* — You may vote by proxy by telephone by following the instructions provided in the Notice or, if you requested printed copies of the proxy materials by mail, by calling the toll-free number found on the proxy card.
- *By Mail* — If you request printed copies of the proxy materials by mail, you will receive a proxy card, and you may vote by proxy by filling out the proxy card and mailing it in the envelope provided.

If you are a **beneficial owner** holding shares through a bank, broker, or other nominee, please refer to your Notice or other information forwarded by your bank or broker to see which voting options are available to you.

**Q: What proposals will be voted on at the Annual Meeting?**

A: At the Annual Meeting, stockholders will be asked to vote:

- (1) To elect the two directors identified in this Proxy Statement to serve as Class II directors until the annual meeting to be held in 2021 or until their successors are duly elected and qualified;
- (2) To approve (on an advisory basis) named executive officer compensation;
- (3) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2019; and

## Frequently Asked Questions and Answers

(4) To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

### **Q: What is the voting requirement to approve each of the proposals?**

A: *Proposal One* — The election of directors requires a plurality vote of the shares of common stock voted at the meeting. “Plurality” means that the individuals who receive the largest number of votes cast “FOR” are elected as directors. As a result, any shares not voted “FOR” a particular nominee (whether as a result of stockholder withholding or a broker non-vote) will not be counted in such nominee’s favor.

*Proposal Two* — The affirmative vote of a majority in voting power of all votes cast is required to approve (on an advisory basis) named executive officer compensation. You may vote “FOR,” “AGAINST,” or “ABSTAIN” on this proposal. Broker non-votes will have no effect on the outcome of this proposal. Abstentions count as votes against this proposal.

*Proposal Three* — The affirmative vote of a majority in voting power of all votes cast is required to ratify the appointment of KMPG LLP as our independent registered public accounting firm. You may vote “FOR,” “AGAINST,” or “ABSTAIN” on this proposal. Abstentions and broker non-votes will have no effect on the outcome of this proposal.

### **Q: How does the Board recommend that I vote?**

A: Our Board unanimously recommends that you vote your shares:

- “FOR” the two nominees for election as director listed in Proposal One;
- “FOR” the approval (on an advisory basis) of our named executive officer compensation; and
- “FOR” the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2019.

### **Q: What happens if I do not give specific voting instructions?**

A: *Stockholder of record* — If you are a stockholder of record and you:

- Indicate when voting on the Internet or by telephone that you wish to vote as recommended by our Board or
- Sign and return a proxy card without giving specific voting instructions, then the persons named as proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this Proxy Statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting.

*Beneficial owners* — If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions then, under applicable rules, the organization that holds your shares may generally vote on “routine” matters but cannot vote on “non-routine” matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, that organization will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a “broker non-vote.”

## Frequently Asked Questions and Answers

**Q: How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?**

A: Brokerage firms and other intermediaries holding shares of common stock in street name for customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker will have discretion to vote your shares on our sole routine matter — the proposal to ratify the appointment of KPMG LLP. Your broker will not have discretion to vote on the following “non-routine” matters absent direction from you: the election of directors and the approval (on an advisory basis) of named executive officer compensation.

**Please note that brokers may not vote your shares on non-routine matters in the absence of your specific instructions as to how to vote, so we encourage you to provide instructions to your broker regarding the voting of your shares.**

**Q: What happens if additional matters are presented at the Annual Meeting?**

A: If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in the proxy card and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

**Q: Can I change or revoke my vote?**

A: Subject to any rules your broker, trustee or nominee may have, you may change your proxy instructions at any time before your proxy is voted at the Annual Meeting.

If you are a stockholder of record, you may change your vote by (1) filing with our Corporate Secretary, prior to your shares being voted at the Annual Meeting, a written notice of revocation or a duly executed proxy card, in either case dated later than the prior proxy card relating to the same shares, or (2) by attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not by itself revoke a proxy). A stockholder of record that has voted on the Internet or by telephone may also change his or her vote by later making a timely and valid Internet or telephone vote.

If you are a beneficial owner of shares held in street name, you may change your vote (1) by submitting new voting instructions to your broker, trustee or other nominee or (2) if you have obtained a legal proxy from the broker, trustee or other nominee that holds your shares giving you the right to vote the shares, by attending the Annual Meeting and voting in person.

Any written notice of revocation or subsequent proxy card must be received by our Corporate Secretary prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to our Corporate Secretary or should be sent so as to be delivered to our principal executive offices, Attention: Corporate Secretary.

**Q: How are proxies solicited and who will bear the cost of soliciting votes for the Annual Meeting?**

A: The Board is soliciting proxies for use at the Annual Meeting. We will bear all expenses of this solicitation, including the cost of preparing and mailing these proxy materials. We may reimburse

## Frequently Asked Questions and Answers

brokerage firms, custodians, nominees, fiduciaries, and other persons representing beneficial owners of common stock for their reasonable expenses in forwarding solicitation material to such beneficial owners. Directors, officers, and employees of Veeva may also solicit proxies in person or by other means of communication. Such directors, officers, and employees will not be additionally compensated but may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation. We may engage the services of a professional proxy solicitation firm to aid in the solicitation of proxies from certain brokers, bank nominees, and other institutional owners. Our costs for such services, if retained, will not be significant. If you choose to access the proxy materials and/or vote through the Internet, you are responsible for any Internet access charges you may incur.

**Q: Is my vote confidential?**

A: Proxy instructions, ballots, and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Veeva or to third parties, except as necessary to meet applicable legal requirements, to allow for the tabulation of votes and certification of the vote or to facilitate a successful proxy solicitation.

**Q: Who will serve as inspector of elections?**

A: The inspector of elections will be a representative from AST.

**Q: Where can I find the voting results of the Annual Meeting?**

A: We intend to announce preliminary voting results at the Annual Meeting and will publish final results in a Current Report on Form 8-K within four business days after the Annual Meeting.

### Information About the Proxy Materials

**Q: Why did I receive a notice regarding the availability of proxy materials on the Internet instead of a full set of proxy materials?**

A: In accordance with the rules of the SEC, we have elected to furnish our proxy materials, including this Proxy Statement and our 2018 Annual Report, primarily via the Internet. Beginning on or about May 4, 2018, we mailed to our stockholders a “Notice of Internet Availability of Proxy Materials” that contains notice of the Annual Meeting, and instructions on how to access our proxy materials on the Internet, how to vote at the meeting, and how to request printed copies of the proxy materials and 2018 Annual Report. Stockholders may request to receive all future proxy materials in printed form by mail or electronically by e-mail by following the instructions contained at [www.astproxyportal.com/ast/18559](http://www.astproxyportal.com/ast/18559). We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the cost and environmental impact of our annual meetings.

**Q: What does it mean if multiple members of my household are stockholders but we only received one Notice or full set of proxy materials in the mail?**

A: We have adopted a procedure called “householding,” which the SEC has approved. Under this procedure, we deliver a single copy of the Notice and, if applicable, the proxy materials to multiple stockholders who share the same address unless we received contrary instructions from one or more of the stockholders. This procedure reduces our printing costs, mailing costs, and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written request, we will deliver promptly a separate copy of the

## Frequently Asked Questions and Answers

Notice and, if applicable, the proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these documents. To receive a separate copy of the Notice and, if applicable, the proxy materials, stockholders should send their requests to our principal executive offices, Attention: Corporate Secretary. Stockholders who hold shares in street name may contact their brokerage firm, bank, broker-dealer, or other similar organization to request information about householding.

**Q: What is the mailing address for Veeva's principal executive offices?**

A: Our principal executive offices are located at 4280 Hacienda Drive, Pleasanton, California 94588. The telephone number at that location is (925) 452-6500.

## **ADDITIONAL INFORMATION**

### **Stockholder Proposals at Our 2019 Annual Meeting**

You may submit proposals, including director nominations, for consideration at future stockholder meetings.

*Requirements for stockholder proposals to be considered for inclusion in our proxy materials* — Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at our next annual meeting of stockholders by submitting their proposals in writing to our Corporate Secretary in a timely manner. In order to be included in the proxy statement for the 2019 annual meeting of stockholders, stockholder proposals must be received by our Corporate Secretary no later than January 4, 2018 and must otherwise comply with the requirements of Rule 14a-8 of the Exchange Act.

*Requirements for stockholder proposals to be brought before an annual meeting* — In addition, our Bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an annual meeting of stockholders. In general, nominations for the election of directors may be made by our Board or any committee thereof or any stockholder, who is a stockholder of record on the date of the giving of such notice and on the record date for the determination of stockholders entitled to vote at such meeting, who is entitled to vote at such meeting and who has delivered written notice to our Corporate Secretary no later than the Notice Deadline (as defined below), which notice must contain specified information concerning the nominees and concerning the stockholder proposing such nominations.

Our Bylaws also provide that the only business that may be conducted at an annual meeting is business that is (1) specified in the notice of meeting (or any supplement thereto) given by or at the direction of our Board, (2) otherwise properly brought before the meeting by or at the direction of our Board (or any committee thereto), or (3) properly brought before the meeting by a stockholder who has delivered written notice to our Corporate Secretary no later than the Notice Deadline (as defined below).

The “Notice Deadline” is defined as that date which is not less than 90 days nor more than 120 days prior to the one-year anniversary of the previous year’s annual meeting of stockholders. As a result, the Notice Deadline for the 2019 annual meeting of stockholders is between February 13, 2019 and March 15, 2019.

If a stockholder who has notified us of his or her intention to present a proposal at an annual meeting does not appear to present his or her proposal at such meeting, we need not present the proposal for vote at such meeting.

*Recommendation of director candidates* — You may recommend candidates to our Board for consideration by our Nominating and Governance Committee by following the procedures set forth in “Corporate Governance — Stockholder Recommendations for Nominations to the Board.”

### **Information Requests**

Any written requests for additional information, a copy of our Bylaws, copies of the proxy materials and 2018 Annual Report, notices of stockholder proposals, recommendations for candidates to our Board, communications to our Board or any other communications should be sent to 4280 Hacienda Drive, Pleasanton, California 94588, Attention: Corporate Secretary.

### **Website**

Our website address is included in this Proxy Statement for reference only. The information contained on our website is not incorporated by reference into this Proxy Statement.



## Additional Information

### Other Matters

We know of no other matters to be submitted at the Annual Meeting. If any other matters properly come before the Annual Meeting, the persons named on the proxy card will have discretion to vote the shares they represent in accordance with their best judgment.

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

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-36121

**Veeva Systems Inc.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

20-8235463  
(I.R.S. Employer  
Identification No.)

4280 Hacienda Drive  
Pleasanton, California 94588  
(Address of principal executive offices)

(925) 452-6500  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A Common Stock, par value \$0.00001	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act:

None

Indicate by a check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Emerging growth company  (Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of voting stock held by non-affiliates of the Registrant on the last business day of the Registrant's most recently completed second fiscal quarter, which was July 31, 2017, based on the closing price of \$63.76 for shares of the Registrant's Class A common stock as reported by the New York Stock Exchange, was approximately \$7.6 billion. Shares of Class A common stock or Class B common stock held by each executive officer, director, and their affiliated holders have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 28, 2018, there were 117,571,233 shares of the Registrant's Class A common stock outstanding and 24,820,140 shares of the Registrant's Class B common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for the 2018 Annual Meeting of Stockholders are incorporated herein by reference in Part III of this Form 10-K to the extent stated herein. The proxy statement will be filed by the Registrant with the Securities and Exchange Commission within 120 days after the end of the Registrant's fiscal year ended January 31, 2018.

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Pursuant to Part IV, Item 16, a summary of Form 10-K content follows, including hyperlinked cross-references (in the EDGAR filing). This allows users to easily locate the corresponding items in this annual report on Form 10-K where the disclosure is fully presented. The summary does not include certain Part III information that will be incorporated by reference from the Proxy Statement for the 2018 Annual Meeting of Stockholders, which will be filed within 120 days after our fiscal year ended January 31, 2018.

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## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Form 10-K contains forward-looking statements that are based on our beliefs and assumptions and on information currently available to us. Forward-looking statements include information concerning our possible or assumed future results of operations and expenses, business strategies and plans, trends, market sizing, competitive position, industry environment, potential growth opportunities and product capabilities, among other things. Forward-looking statements include all statements that are not historical facts and, in some cases, can be identified by terms such as “aim,” “anticipates,” “believes,” “could,” “estimates,” “expects,” “goal,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “seeks,” “should,” “strive,” “will,” “would” or similar expressions and the negatives of those terms.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including those described in “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Form 10-K. Given these uncertainties, you should not place undue reliance on these forward-looking statements.

Any forward-looking statement made by us in this Form 10-K speaks only as of the date on which it is made. Except as required by law, we disclaim any obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

As used in this Form 10-K, the terms “Veeva,” “Registrant,” “we,” “us,” and “our” mean Veeva Systems Inc. and its subsidiaries unless the context indicates otherwise.

## ITEM 1. BUSINESS

### Overview

Veeva is a leading provider of industry cloud solutions for the global life sciences industry. We were founded in 2007 on the premise that industry-specific cloud solutions could best address the operating challenges and regulatory requirements of life sciences companies. Our products are designed to meet the unique needs of our customers and their most strategic business functions — from research and development (R&D) to commercialization. Our products address a broad range of needs — including multichannel customer relationship management (CRM), content management, master data management, and data regarding healthcare professionals and organizations — and are designed to help life sciences companies bring products to market faster and more efficiently, market and sell more effectively, and maintain compliance with government regulations.

Customer success is one of our core values, and our focus on it has allowed us to deepen and expand our strategic relationships with customers over time. Because of our industry focus, we have a unique, in-depth perspective into the needs and best practices of life sciences companies. This allows us to develop targeted solutions, quickly adapt to regulatory changes, and incorporate highly relevant enhancements into our existing solutions at a rapid pace.

Our goal is to become the most strategic technology partner to the life sciences industry and achieve long-term leadership with our solutions that support the R&D and commercial functions of life sciences companies. Our commercial solutions help life sciences companies achieve better, more intelligent engagement with healthcare professionals and healthcare organizations across multiple communication channels, including face-to-face, email, and web. Our R&D solutions for the clinical, regulatory, quality, and, when available, safety functions help life sciences companies streamline their end-to-end product development processes to increase operational efficiency and maintain regulatory compliance throughout the product lifecycle.

We are now also bringing the benefits of our content management solutions to a new set of customers in process and discrete manufacturing, consumer packaged goods, and highly regulated services industries. We believe that the ability of our solutions to meet the demanding business and compliance requirements of life sciences companies translates well into many other highly regulated industries. Our application currently offered to companies outside of life sciences is designed to help customers efficiently manage critical regulated processes and content in a compliant way and to enable secure collaboration across internal and external stakeholders, including outsourcing partners and vendors.

### Executing in the Veeva Way

Fundamental to our business model is what we call ***The Veeva Way***. The Veeva Way is key to our disciplined approach to achieve our goal of long-term leadership in each of the product markets we serve.

We start with a focus on addressing ***clear and correct target markets***. Those are large product markets in which the problem being addressed by our solution is strategic to the businesses of our customers and in which we believe Veeva can become the leader over the long-term if we execute well. We embrace the concept of ***running to complexity***, an approach in which we strive to solve the most important and challenging information technology problems our customers face.

We focus on delivering ***product excellence and cloud innovation***. Our product development process begins with assembling and investing in strong product teams focused on building deep, best-in-class applications in every product market we serve. Through innovative cloud technology, we also aim to eliminate disparate systems by delivering unified application suites that work together on a common platform.

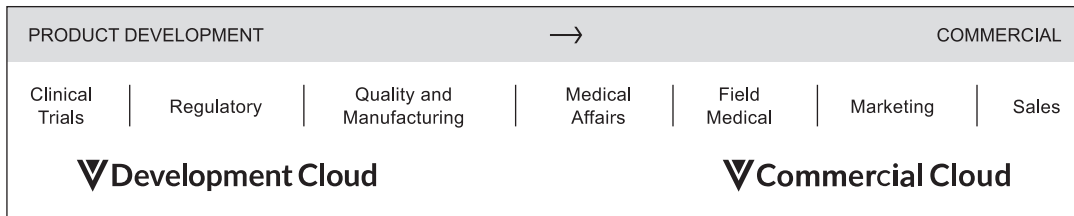
We strive to forge strong relationships with our customers and **focus on customer success**. When we enter a new product market, we begin with a small number of early adopter customers. We focus on learning from these early adopters and ensuring that they are successful with our products. Once successful, our early adopters have developed into vocal advocates, enabling our **reference selling** model.

Finally, our goal is to **drive strong growth and profitability** through highly efficient, targeted sales and marketing, disciplined product planning, and profitable professional services. Our strong growth and profitability has allowed us to make ongoing investments for continued product innovation in our existing markets, and we believe provides us with the resources to continue to invest in new market opportunities.

### Our Industry Cloud Solutions for Life Sciences

Our industry cloud solutions for the life sciences industry are grouped into two key product areas — Veeva Commercial Cloud and Veeva Vault — and are designed to address pharmaceutical, biotechnology, and medical device companies’ most pressing strategic needs in their commercial and R&D operations as illustrated in the graphic below.

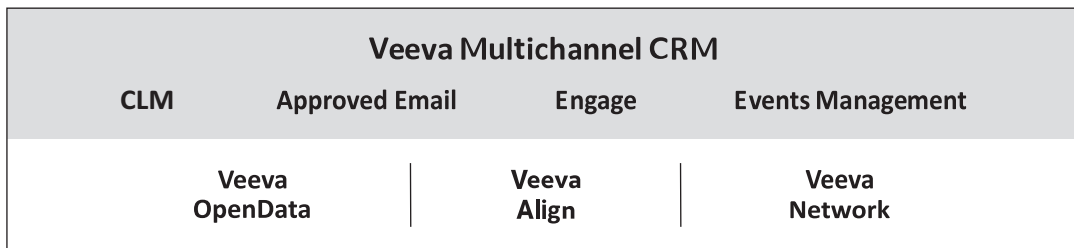
### Veeva Industry Cloud for Life Sciences



#### Veeva Commercial Cloud

Veeva Commercial Cloud is a suite of multichannel CRM applications, territory allocation and alignment applications, master data management applications, and customer reference and key opinion leader data and services, designed to help companies drive smarter, more proactive engagement with healthcare professionals and healthcare organizations and ensure compliance.

### Commercial Cloud



Our multichannel CRM applications that are part of Veeva Commercial Cloud include:

- **Veeva CRM and Veeva Medical CRM** enable customer-facing employees, such as life sciences sales representatives, key account managers, and scientific liaisons, to manage, track, and optimize interactions with healthcare professionals and healthcare organizations utilizing a single, integrated solution. With multichannel Veeva CRM, customers have an end-to-end solution for the planning and coordination of their teams across all key channels, including face-to-face, email, and web. Veeva CRM supports the life sciences industry’s unique commercial business processes and regulatory compliance requirements with highly specialized



functionality, such as prescription drug sample management with electronic signature capture, the management of complex affiliations between physicians and the organizations where they work, and the capture of medical inquiries from physicians. Powered by data science, **Veeva CRM Suggestions** is a dashboard included within Veeva CRM that offers life sciences sales representatives recommendations on the next best action and right channel for the next interaction with their customers. Our next-generation **Sunrise** user interface and real-time architecture for Veeva CRM provides an intuitive, adaptive design for optimal user experience across multiple devices and platforms.

- **Veeva CRM MyInsights** provides a data visualization tool that delivers tailored, actionable insights to life sciences sales representatives in Veeva CRM.
- **Veeva CLM** provides capabilities for life sciences sales representatives to present digital marketing content on a mobile device, such as an iPad, during in-person interactions with healthcare professionals.
- **Veeva CRM Approved Email** enables the management, delivery, and tracking of emails from life sciences sales representatives to healthcare professionals, while maintaining regulatory compliance.
- **Veeva CRM Events Management** enables the planning, management, and execution of group meetings with healthcare professionals and helps life sciences companies track and manage spending in order to meet transparency reporting requirements.
- **Veeva CRM Engage** delivers the ability to interact with healthcare professionals for online meetings — using **Veeva CRM Engage Meeting** — and provides closed-loop marketing capabilities for self-directed interactions with healthcare professionals via the web with **Veeva CRM Engage for Portals**. **Veeva CRM Engage Webinar** allows companies to execute virtual events in a compliant way and is also built to work with Veeva CRM Events Management.
- **Veeva Align** enables life sciences companies to perform fast, accurate sales territory alignments. Through native integration with Veeva CRM, Veeva Align allows seamless field collaboration to increase accuracy and minimize hand-offs.

Our data solutions that are part of Veeva Commercial Cloud include:

- **Veeva OpenData** provides healthcare professional and healthcare organization data that includes demographic information, license information and status, specialty information, affiliations, and other key data that is crucial to customer engagement and compliance. In the life sciences industry, this category of data is referred to as customer reference data or customer data. We also offer outsourced data stewardship services to our customers.
- **Veeva Oncology Link** is a single source of continuously updated profile and market intelligence data on key scientific leaders in oncology. Veeva Oncology Link associates thousands of global experts with millions of activities, including publications, clinical trials, and events, into a single source of data on oncology experts.

Our master data management solutions that are part of Veeva Commercial Cloud include:

- **Veeva Network Customer Master** is an industry-specific, customer master software solution that de-duplicates, standardizes, and cleanses healthcare professional and healthcare organization data from multiple systems and data sources to arrive at a single, consolidated customer master record. Veeva Network Customer Master comes pre-configured with a data model that is specific to life sciences and supports global harmonization, as well as country, market, and regional data specifications, within a single system.
- **Veeva Network Product Master** de-duplicates, standardizes, and cleanses life sciences product data from multiple systems and data sources to arrive at a single, consolidated product master record for enterprise use.

## Veeva Vault

Veeva Vault is a unified suite of cloud-based, enterprise content management applications, all built on our proprietary **Veeva Vault Platform**. Our Veeva Vault applications address the content management requirements for our customers' commercial functions, including medical and sales and marketing, and key R&D functions, including clinical, regulatory, quality, and, when available, safety.

Veeva Vault's unique ability to handle content and data allows us to build content- and data-centric applications to help customers streamline end-to-end business processes and eliminate manual processes and siloed systems. Veeva Vault can be deployed one application at a time or as an integrated content management solution with multiple applications that enables our customers to unify and manage important documents and related data in a single, global system.

Our Veeva Vault applications for life sciences are organized into two product areas: Veeva Vault for Commercial Content Management and Veeva Development Cloud.

### Veeva Vault for Commercial Content Management

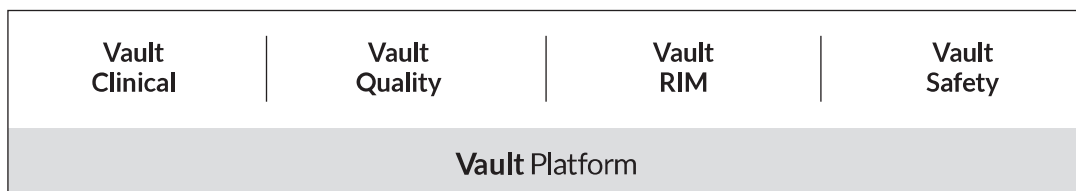
The increasing use of content in the sales and marketing efforts of life sciences companies requires rapid creation of materials and better management of commercial content, with continuous strict regulatory compliance across channels and geographies. The Veeva Vault applications primarily used by the commercial and medical departments of life sciences companies to manage commercial and medical content include:

- **Veeva Vault Promomats** combines digital asset management with content review and distribution capabilities through which life sciences companies can manage the end-to-end process for creation, review, approval, claims tracking, multichannel distribution, expiration, and withdrawal of commercial content across the digital supply chain.
- **Veeva Vault MedComms** enables life sciences companies to streamline the creation, approval, and delivery of medical content and create and maintain a single, validated source of medical content across multiple channels and geographies. Medical content is used by life sciences companies for verbal and written communications with healthcare professionals and patients, including approved answers to questions received through a call center or company website.

### Veeva Development Cloud

Veeva Development Cloud brings together application suites for the clinical, regulatory, quality, and, when available, safety functions of life sciences companies on the Veeva Vault Platform to enable companies to streamline product development lifecycles and eliminate manual processes and siloed systems. These applications help life sciences companies achieve greater efficiency and agility in product development, while maintaining regulatory compliance. Our Veeva Development Cloud applications each have a unique data model, deep functionality, and pre-defined workflows to support industry-specific processes.

## Development Cloud



The Veeva Development Cloud application suites are:

### ***Veeva Vault Clinical***

Veeva Vault Clinical is the industry's first cloud application suite that combines electronic data capture (EDC), clinical trial management (CTMS), electronic trial master file (eTMF), and study start-up applications to unify **clinical data management** and **clinical operations**.

- ***Veeva Vault EDC*** helps life sciences companies more easily design studies, manage amendments, and improve the speed and quality of data collection in clinical trials. Its modern cloud architecture integrates with other clinical applications and scales to manage increasing volumes of data. Vault EDC helps clinical trial teams to build and execute studies with greater efficiency to help speed clinical trials.
- ***Veeva Vault CTMS*** is a clinical trial management application that helps unify information and documentation for a “single source of truth” across clinical operations. With Vault CTMS, trial sponsors, contract research organizations, and investigators can have one source for clinical master data with a single system of record for study, study country, and study site information. This helps reduce complexity, increase transparency, and speed time to market.
- ***Veeva Vault eTMF*** is an electronic trial master file application that manages the repository of documents for active and archived clinical trials for improved inspection readiness, visibility, and control. Vault eTMF enables collaboration between the life sciences company sponsoring the trial and outsourced partners, such as contract research organizations.
- ***Veeva Vault Study Startup*** helps life sciences companies to more efficiently manage the process of activating investigator sites for clinical trials.

### ***Veeva Vault RIM***

Veeva Vault RIM is a suite of applications that provides fully integrated regulatory information management (RIM) capabilities on a single cloud platform.

- ***Veeva Vault Registrations*** enables life sciences companies to manage, track, and report product and registration information worldwide, including registration status, variations, health authority questions and commitments, and certification requests.
- ***Veeva Vault Submissions*** brings together submission content planning and authoring in a single application to help life sciences companies gather and organize documents and content, according to industry-accepted guidelines, that should be included in a regulatory submission to a healthcare authority, such as the U.S. Food and Drug Administration (FDA).
- ***Veeva Vault Submissions Archive*** stores published submissions and correspondence in a secure, globally accessible repository.
- ***Veeva Vault Submissions Publishing*** provides an integrated solution for dossier publishing that helps speed the preparation and processing time of regulatory submissions. We expect Vault Submissions Publishing to be available to customers within the next year.

### ***Veeva Vault Quality***

Veeva Vault Quality is the industry's first unified suite of quality applications for life sciences, contract manufacturers, and suppliers to seamlessly manage quality processes and content in a single platform for greater visibility and control.

- ***Veeva Vault QualityDocs*** enables the creation, review, approval, distribution, and management of controlled documents, such as standard operating procedures, manufacturing recipes, and specifications.

- **Veeva Vault QMS** is a quality management solution that provides best practice processes for deviations, internal and external audits, complaints, lab investigations, change controls, corrective and preventative actions, and proactive management initiatives.

### **Veeva Vault Safety**

Veeva Vault Safety consists of applications that will help the pharmacovigilance and safety departments of life sciences companies increase efficiency and maintain compliance in the management of safety processes. Vault Safety is planned to be available to customers in 2019.

### **Solutions for Regulated Industries Outside of Life Sciences**

Our initial application for regulated industries outside of life sciences addresses quality and document management. **Veeva Vault QualityOne** is a unified, cloud solution that offers a robust quality management system and document management system in a single application.

### **Professional Services and Support**

We also offer professional services to help customers maximize the value of our solutions. Our service teams possess life sciences industry expertise, project management capabilities, and deep technical acumen that we believe our customers highly value. Our professional services teams work with our systems integrator partners to deliver projects. We offer the following professional services:

- implementation and deployment planning and project management;
- requirements analysis, solution design and configuration;
- systems environment management and deployment services;
- services focused on advancing or transforming business and operating processes related to Veeva solutions;
- technical consulting services related to data migration and systems integrations;
- training on our solutions; and
- ongoing managed services, such as outsourced systems administration.

We organize our professional services teams by specific expertise so that they can provide advice and support for best industry practices in the research and development and commercial departments of our customers.

Our global systems integrator partners also deliver implementation and selected support services to customers who wish to utilize them. Our systems integrator partners include Accenture, Cognizant Technology Solutions, Deloitte Consulting, and other life sciences specialty firms.

### **Our Customers**

As of January 31, 2018, we served 625 customers. For an explanation of how we define current customers, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Components of Results of Operations.” We deliver solutions to companies throughout the life sciences industry, including pharmaceutical, biotechnology, and medical product companies, contract sales organizations, and contract research organizations. Our customers range from the largest global pharmaceutical and biotechnology companies such as Bayer AG, Boehringer Ingelheim GmbH, Eli Lilly and Company, Gilead Sciences, Inc., Merck & Co., Inc., and Novartis International AG, to smaller pharmaceutical and biotechnology companies, including Alkermes plc, Grupo Ferrer

Internacional S.A., Ironwood Pharmaceuticals, Inc. and LEO Pharma A/S. For our fiscal years ended January 31, 2016, 2017, and 2018, we did not have any single customer that represented more than 10% of our total revenues. For a summary of our financial information by geographic location, see note 13 of the notes to our consolidated financial statements.

## **Our Employees**

We believe we provide employees a unique opportunity to develop and sell world-class, cloud-based applications and platforms within a specific industry. Historically, software developers had to choose between developing platforms for a broad but generic set of customers and building industry-specific solutions with limited further applicability. Our industry cloud approach empowers developers to build important applications and platforms that can become the standard in our industry while enabling sales personnel to sell a growing portfolio of applications. We believe that this unique opportunity allows us to continue to attract top talent for our product development and sales efforts.

As of January 31, 2018, we employed 2,171 people. We also engage temporary employees and consultants. None of our employees is represented by a labor union. We have not experienced any work stoppages, and we consider our relations with our employees to be very good.

## **Technology Infrastructure and Operations**

Our solutions utilize a pod-based architecture in multiple regions that allow for scalability, operational simplicity and security. Our products are hosted in data centers located in the United States, the European Union, and Japan. We utilize third-parties to provide our computing infrastructure and manage the infrastructure on which our solutions operate. For example, for Veeva CRM and certain of our multichannel CRM applications, we utilize the hosting infrastructure provided by salesforce.com. For our Veeva Vault applications, Veeva Network applications, and certain other Veeva Commercial Cloud applications, we utilize Amazon Web Services.

Our infrastructure providers employ advanced measures to ensure physical integrity and security, including redundant power and cooling systems, fire and flood prevention mechanisms, continual security coverage, biometric readers at entry points and anonymous exteriors. We also implement various disaster recovery measures such that data loss would be minimized in the event of a single data center disaster. We architect our solutions using redundant configurations to minimize service interruptions. We continually monitor our solutions for any sign of failure or pending failure, and we take preemptive action to attempt to minimize or prevent downtime.

Our technology is based on multitenant architectures that apply common, consistent management practices for all customers using our solutions. We enable multiple customers to share the same version of our solutions while securely partitioning their respective data. Portions of our multichannel customer relationship management applications are built on the Salesforce1 Platform. Veeva Vault, Veeva Network, and portions of our other Commercial Cloud applications are built upon our own proprietary platforms.

## **Sales and Marketing**

We sell our solutions through our direct sales organization. In large life sciences companies, the R&D and commercial business functions commonly have separate technology and business decision makers. Accordingly, we market and sell our solutions to align with the distinct characteristics of those decision makers. We have distinct R&D and commercial sales teams, which we further segment to focus on selling to large global life sciences companies and smaller life sciences companies. We also have a distinct sales team for our sales efforts to companies in regulated industries outside of life sciences.

## **Our Relationship with salesforce.com**

Veeva CRM and certain of our related multichannel CRM applications are developed on or utilize the Salesforce1 Platform of salesforce.com, inc. We are salesforce.com's preferred and recommended Salesforce1 Platform application provider of sales automation solutions for drug makers in the pharmaceutical and biotechnology industry, or the pharma/biotech industry. Our agreement provides that, subject to certain exceptions and specified remedies for breach, salesforce.com will not position, develop, promote, invest in or acquire applications directly competitive to the Veeva CRM application for sales automation that directly target the pharma/biotech industry. Our agreement with salesforce.com does not restrict a salesforce.com customer's ability (or the ability of salesforce.com on behalf of a specific salesforce.com customer) to customize or configure the Salesforce1 Platform. However, our agreement restricts salesforce.com from competing with us with respect to sales opportunities for sales automation solutions for the pharma/biotech industry unless such competition has been pre-approved by salesforce.com's senior management based on certain criteria specified in the agreement. Our agreement also imposes certain limits on salesforce.com entering into arrangements similar to ours with other parties with respect to sales automation applications for the pharma/biotech industry. Our remedy for a breach of these commitments by salesforce.com would be to terminate the agreement, or continue the agreement but be released from our minimum order commitments described below from the date of salesforce.com's breach forward. Our agreement allows us to provide our customers with rights to the Salesforce1 Platform Unlimited Edition for use as combined with the proprietary aspects of certain of our multichannel CRM applications, and subject to salesforce.com's standard prior review and approval processes, to build additional applications on the Salesforce1 Platform.

Under our agreement, salesforce.com provides the hosting infrastructure and data center for portions of our multichannel CRM applications, as well as the system administration, configuration, reporting and other platform level functionality. In exchange, we pay salesforce.com a fee. Our current agreement with salesforce.com expires on September 1, 2025 and is renewable for five-year periods upon mutual agreement. We are obligated to meet minimum order commitments of \$500 million over the term of the agreement, including "true-up" payments if the orders we place with salesforce.com have not equaled or exceeded the following aggregate amounts within the timeframes indicated: (i) \$250 million from March 1, 2014 to September 1, 2020 and (ii) the full amount of \$500 million by September 1, 2025. See note 11 to the notes to our consolidated financial statements for more information about our on-going minimum fee obligation to salesforce.com. If either party elects not to renew the agreement or if the agreement is terminated by us as a result of salesforce.com's breach, the agreement provides for a five-year wind-down period in which we would be able to continue providing the Salesforce1 Platform as combined with the proprietary aspects of our solutions to our existing customers but would be limited with respect to the number of additional subscriptions we could sell to our existing customers. We believe that we have a mutually beneficial strategic relationship with salesforce.com.

## **Quality and Compliance**

Our customers use our solutions for business activities that are subject to a complex regime of country- and region-specific healthcare laws and regulations across the globe. In order to best serve our customers, we must ensure that the data processed by our systems are accurate and secure and that they retain the level of confidentiality and privacy commensurate with the type of information managed. To comply with IT healthcare regulations and security and privacy regulations generally, industry-specific capabilities must be designed for and embedded in our solutions.

### ***Quality and Compliance Program***

To comply with IT healthcare regulations, certain capabilities such as robust audit trail tracking, compliant electronic signature capture, data encryption, and secure access controls must be designed for and embedded in our solutions. In addition to design requirements, our solutions must be

thoroughly tested to comply with the regulations that apply to electronic record keeping systems for the life sciences industry, which include:

Regulation	Regulation Description
21 CFR 820.75	U.S. FDA device regulation on system validation
21 CFR 211.68	U.S. FDA pharma GMP regulation on system validation
21 CFR 11	U.S. FDA requirement for maintenance of electronic records
EU Annex 11	EU GMP requirement for maintenance of electronic records
21 CFR 203	Drug sample tracking as required by the Prescription Drug Marketing Act
PFSB Notification, No. 0401022 (Japan)	Use of Electromagnetic Records and Electronic Signatures for Approval of, or License for, Drugs

Each version of our solutions that are subject to regulations that require companies to maintain certain records and submit information to regulators as part of compliance verification undergoes validation testing against these and other relevant standards. Veeva develops a validation plan, performs installation qualification and operational qualification, and executes the protocols. The results of each validation are then reviewed and confirmed in a summary report by our quality and compliance team. We maintain a dedicated team of quality and compliance experts that manages our processes for meeting these requirements. The functions of this quality and compliance team include three separate domains:

- oversight of resource management, document management, computer validation, corrective and preventative action, and general quality oversight;
- oversight of audit and inspection management, supplier management, and regulatory intelligence; and
- management of customer audits, which is often a required due diligence step in customer purchase decisions and which are performed from time to time by our existing customers.

Veeva has designed and implemented a quality management system (QMS) that is aligned with our customers' regulatory standards for IT compliance. Our QMS is maintained in our own Veeva Vault QualityDocs application and consists of the following:

- a comprehensive set of quality policies and procedures;
- an independent quality assurance function that oversees development and maintenance of our software;
- audit support of our customers' regulatory obligation to perform due diligence on their suppliers;
- computer systems validation aligned with healthcare industry best practices as outlined in published regulatory standards;
- a resource management program to ensure employees have the requisite demonstrable level of education, experience, and training; and
- a risk management program to identify product realization and other business risks.

### **Security Program**

Veeva's global information security officer oversees an information security management system certified to ISO 27001 to ensure security controls conform to established standards across both product and infrastructure components. Our solutions' vulnerability is tested using internal tools prior to release, and we employ a third party to perform penetration and vulnerability tests on our solutions on at least an annual basis. We also obtain independent third-party audit opinions related to security and

availability annually, such as SOC 2, Type II reports and ISO 27001 attestation reports. Our global information security officer also oversees information security and security awareness training and security incident response processes.

### ***Privacy Program***

Our global data protection officer maintains a global privacy program aligned to industry standards and national regulations, including EU-U.S. and Swiss-U.S. Privacy Shield frameworks and the European General Data Protection Regulation (GDPR). In addition, Veeva maintains privacy policies and procedures and provides role-based privacy awareness training.

Veeva has maintained its EU-U.S. Privacy Shield certification since 2016 and Swiss-U.S. Privacy Shield certification since 2017 in order to transfer and allow access of EU and Swiss personal data from the EU or Switzerland to the United States. Veeva also signs EU Standard Contractual Clauses with its customers who act as data controllers and exporters to facilitate international transfers of EU personal data.

In the European Union, Veeva is a data controller for data used in Veeva OpenData and Veeva Oncology Link and a data processor for the rest of our products. Veeva is currently in compliance with the EU Data Protection Directive 95/46/EC, which will be superseded by GDPR on May 25, 2018.

In the United States, Veeva also complies with the patient privacy rules under the U.S. Health Insurance Portability and Accountability Act of 1996 that protect medical records and other personal health information by signing business associate agreements when requested by our customers.

### **Research and Development**

Our R&D organization is responsible for the design, development, and testing of our solutions and applications. Based on customer feedback and needs, we focus our efforts on developing new solutions functionality, applications, and core technologies and further enhancing the usability, functionality, reliability, performance, and flexibility of existing solutions and applications. Research and development expenses were \$66.0 million, \$96.8 million and \$132.1 million for our fiscal years ended January 31, 2016, 2017 and 2018, respectively.

### **Competition**

The markets for our solutions are global, rapidly evolving, highly competitive and subject to changing regulations, advancing technology and shifting customer needs. The solutions and applications offered by our competitors vary in size, breadth, and scope.

Our multichannel CRM applications compete with offerings from large global enterprise software vendors, such as Oracle Corporation and Microsoft Corporation, and also compete with life sciences-specific CRM providers, such as IQVIA Inc., formerly QuintilesIMS. We also compete with a number of vendors of cloud-based and on-premise CRM applications that address only a portion of the functionality of our CRM solutions. Our master data management solutions compete with master data solutions offered by vendors such as IBM Corporation, Informatika Corporation, IQVIA, and Reltio, Inc. Our data and data services offerings compete with IQVIA and many other data providers. Our Veeva Vault content management solutions compete with offerings from large global content management platform vendors such as Microsoft, OpenText Corporation and Oracle, and with offerings from life sciences specific providers, such as Medidata Solutions, Inc., PAREXEL International Corporation, IQVIA, BioClinica, Inc., and Sparta Technologies Ltd. We also compete with professional services companies that provide solutions on these platforms, such as DXC Technology Company.



In the future, providers of horizontal cloud-based solutions and platforms, such as Box.com, Amazon Web Services, or Microsoft, and third parties that build on their platforms, may seek to compete with us. In addition, we have begun selling certain of our Veeva Vault applications to companies outside the life sciences industry. We have limited experience selling certain of our Veeva Vault applications to companies outside the life sciences industry, and, therefore, we anticipate having to compete with many existing solutions, including those listed above, custom-built software developed by third-party vendors or in-house by our potential customers and niche software providers.

We may also face competition from custom-built software developed by third-party vendors or developed in-house by our potential customers, or from applications built by our customers or by third parties on behalf of our customers using commercially available software platforms that are provided by third parties. We may also face competition from companies that provide cloud-based solutions in different target or horizontal markets that may develop applications or work with companies that operate in our target markets. With the introduction of new technologies, we expect competition to intensify in the future, and we may face competition from new market entrants as well.

In some cases, our competitors are well-established providers of competitive solutions and have long-standing relationships with many of our current and potential customers, including large pharmaceutical and emerging biopharmaceutical companies. Oracle and IQVIA, for example, each have greater name recognition, much longer operating histories, larger marketing budgets, and significantly greater resources than we do.

Many of our competitors may be able to devote greater resources to the development, promotion and sale of their products and services than we are able to devote. Such competitors may be able to initiate or withstand substantial price competition and may offer solutions competitive to certain of our solutions on a standalone basis at a lower price or bundled as part of a larger product sale, including the bundling of software solutions and data. In addition, many of our competitors have established marketing relationships, access to larger customer bases and distribution agreements with consultants, system integrators and resellers that we do not have. Our competitors may also establish cooperative relationships among themselves or with third parties that may further enhance their product offerings or resources.

In addition, in order to take advantage of customer demand for cloud-based solutions, such competitors may expand their cloud-based solutions through acquisitions and organic development or may seek to partner with other leading cloud providers. For instance, in October 2016, IMS Health Holding, Inc. and Quintiles Transnational Holdings Inc., a contract research organization, combined to form Quintiles IMS Holdings, Inc., which now operates under the name IQVIA. The combined entity competes with us in a number of product areas, including software solutions, data and data services. The impact of this transaction on our competitive environment is uncertain but increased competition from IQVIA could negatively impact our business. Additionally, IQVIA has partnered with Reltio to resell certain of Reltio's master data management offerings, which could also negatively impact our business.

We believe the principal competitive factors in our market include the following:

- level of customer satisfaction;
- regulatory compliance verification and functionality;
- domain expertise with respect to life sciences;
- ease of deployment and use of solutions and applications;
- breadth and depth of solution and application functionality;
- brand awareness and reputation;
- modern and adaptive technology platform;

- capability for customization, configurability, integration, security, scalability and reliability of applications;
- total cost of ownership;
- ability to innovate and respond to customer needs rapidly;
- size of customer base and level of user adoption;
- ability to secure the rights to load and process third party proprietary data licensed by customers; and
- ability to integrate with legacy enterprise infrastructures and third-party applications.

We believe that we generally compete favorably on the basis of these factors and that the domain expertise required for developing and deploying successful solutions in the life sciences industry may hinder new entrants that are unable to invest the necessary capital to develop solutions that can address the functionality, requirements and regulatory compliance capabilities needed for the life sciences industry. Our ability to remain competitive will largely depend on our ongoing performance in the areas of solution and application development and customer support.

## **Intellectual Property**

We rely on a combination of patents, trade secrets, copyrights and trademarks, as well as contractual protections, to establish and protect our intellectual property rights. We have developed a process for seeking patent protection for our technology innovations. As of January 31, 2018, we have secured 13 U.S. patents and two Japanese patents, which expire between May 2023 and December 2036, and we have 33 pending U.S. patent applications and seven pending international patent applications. Our patents and patent applications cover technology within the following of our product categories: Veeva Commercial Cloud, Veeva Vault Platform, Veeva Vault Clinical, and Veeva Vault RIM. We plan to continue expanding our patent portfolio. We require our employees, consultants and other third parties to enter into confidentiality and proprietary rights agreements and control access to software, documentation and other proprietary information. Although we rely on our intellectual property rights, as well as contractual protections to establish and protect our proprietary rights, we believe that factors such as the technological and creative skills of our personnel, creation of new features and functionality and frequent enhancements to our applications are essential to establishing and maintaining our technology leadership position as provider of software solutions and applications to the life sciences industry.

Despite our efforts to protect our proprietary technology and our intellectual property rights, unauthorized parties may attempt to copy or obtain and use our technology to develop applications with the same functionality as our application. Policing unauthorized use of our technology and intellectual property rights is difficult, and protection of our rights through civil enforcement mechanisms may be expensive and time consuming.

Companies in our industry often own a number of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement, misappropriation or other violations of intellectual property or other rights. We are currently engaged in legal proceedings with competitors in which the competitors are asserting trade secret misappropriation and other claims, and we may face new allegations in the future that we have infringed the patents, trademarks, copyrights, trade secrets and other intellectual property rights of other competitors or non-practicing entities. We expect that we and others in our industry will continue to be subject to third-party infringement claims by competitors as the functionality of applications in different industry segments overlaps, and by non-practicing entities. Any of these third parties might make a claim of infringement against us at any time. For example, see the description of our current litigations in note 11 of the notes to our consolidated financial statements.

## Corporate Information

We were incorporated in the state of Delaware in January 2007 and changed our name to Veeva Systems Inc. from Verticals onDemand, Inc. in April 2009. Our principal executive offices are located at 4280 Hacienda Drive, Pleasanton, California 94588. Our telephone number is (925) 452-6500. Our website address is <http://www.veeva.com>. Information contained on our website is not incorporated by reference into this Form 10-K, and you should not consider information contained on our website to be part of this Form 10-K or in deciding whether to purchase shares of our Class A common stock. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge on the Investors portion of our website at <http://ir.veeva.com> as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

## ITEM 1A. RISK FACTORS

*Investing in our Class A common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below and in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” together with all of the other information in this Form 10-K, including our consolidated financial statements and related notes, before investing in our Class A common stock. The risks and uncertainties described below are not the only ones we face. If any of the following risks actually occurs, our business, financial condition, results of operations, and prospects could be materially and adversely affected. In that event, the price of our Class A common stock could decline and you could lose part or all of your investment.*

### Risks Related to Our Business and Industry

***If our security measures are breached or unauthorized access to customer data is otherwise obtained, our solutions may be perceived as not being secure, customers may reduce the use of or stop using our solutions, and we may incur significant liabilities.***

Our solutions involve the storage and transmission of our customers’ proprietary information, including personal or identifying information regarding their employees and the medical professionals whom their sales personnel contact, sensitive proprietary data related to the regulatory submission process for new medical treatments, and other sensitive information, which may include personal health information. As a result, unauthorized access or security breaches as a result of third-party action, employee error, malfeasance, or otherwise could result in the loss of information, inappropriate use of information, litigation, indemnity obligations, damage to our reputation, and other liability. Because the techniques used to obtain unauthorized access or sabotage systems change frequently and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Moreover, the detection, prevention, and remediation of known or unknown securities vulnerabilities, including those arising from third-party hardware or software, may result in additional direct or indirect costs and management time. Any or all of these issues could adversely affect our ability to attract new customers, cause existing customers to elect to not renew their subscriptions, result in reputational damage, or subject us to third-party lawsuits, regulatory fines, mandatory disclosures, or other action or liability, which could adversely affect our operating results. Our insurance may not be adequate to cover losses associated with such events, and in any case, such insurance may not cover all of the types of costs, expenses, and losses we could incur to respond to and remediate a security breach. A security breach of another significant provider of cloud-based solutions may also negatively impact the demand for our solutions.

***We expect the future growth rate of our revenues to decline.***

In our fiscal years ended January 31, 2016, 2017, and 2018, our total revenues grew by 31%, 33% and 26% respectively, as compared to total revenues from the prior fiscal years. In our fiscal years

ended January 31, 2016, 2017, and 2018, our subscription revenues grew by 36%, 37% and 28% respectively, as compared to subscription revenues from the prior fiscal years. Please note that our total revenues and subscription revenues for the fiscal year ended January 31, 2017 included a full year of revenue contribution from the Zinc Ahead business, which we acquired in September 2015. We expect the growth rate of our total revenues and subscription revenues to decline in future periods, which may adversely impact the value of our Class A common stock.

***Our results may fluctuate from period to period, which could prevent us from meeting security analyst or investor expectations or our own guidance and could cause the price of our Class A common stock to decline substantially.***

Our results of operations, including our revenues, gross margin, operating margin, profitability, cash flows, and deferred revenue, may vary from period to period for a variety of reasons, including those listed elsewhere in this “Risk Factors” section, and period-to-period comparisons of our operating results may not be meaningful. Accordingly, our quarterly results should not be relied upon as an indication of future performance. Additionally, we issue guidance or provide commentary regarding our expectations for certain future financial results, including revenues, gross margin, operating margin, profitability, cash flows, and deferred revenue on both a near-term and long-term basis. Our guidance is based upon a number of assumptions and estimates that are subject to significant business, economic, and competitive uncertainties that are beyond our control and are based upon assumptions about future business and accounting decisions that may change or be wrong. Our guidance may prove to be incorrect, and actual results may differ from our guidance. Fluctuations in our results or failure to achieve security analyst or investor expectations or our guidance, even if not materially, could cause the price of our Class A common stock to decline substantially, and our investors could incur substantial losses.

***The markets in which we participate are highly competitive, and if we do not compete effectively, our business and operating results could be adversely affected.***

The markets for our solutions are highly competitive. Our multichannel CRM applications compete with offerings from large global enterprise software vendors, such as Oracle Corporation and Microsoft Corporation, and also compete with life sciences-specific CRM providers, such as IQVIA. We also compete with a number of vendors of cloud-based and on-premise CRM applications that address only a portion of the functionality of our CRM solutions. Our master data management solutions compete with master data solutions offered by vendors such as IBM Corporation, Informatica Corporation, IQVIA, and Reltio, Inc. Our data and data services offerings compete with IQVIA and many other data providers. Our Veeva Vault content management solutions compete with offerings from large global content management platform vendors such as Microsoft, OpenText Corporation and Oracle, and with offerings from life sciences specific providers, such as Medidata Solutions, Inc., PAREXEL International Corporation, IQVIA, BioClinica, Inc., and Sparta Technologies Ltd. We also compete with professional services companies that provide solutions on these platforms, such as DXC Technology Company.

In the future, providers of horizontal cloud-based solutions and platforms, such as Box.com, Amazon Web Services, or Microsoft, or third parties that build on their platforms, may seek to compete with us. In addition, we have begun selling certain of our Veeva Vault applications to companies outside the life sciences industry. We have limited experience selling certain of our Veeva Vault applications to companies outside the life sciences industry, and, therefore, we anticipate having to compete with many existing solutions, including those listed above, custom-built software developed by third-party vendors or in-house by our potential customers, and niche software providers.

We may also face competition from custom-built software developed by third-party vendors or developed in-house by our potential customers, or from applications built by our customers or by third

parties on behalf of our customers using commercially available software platforms that are provided by third parties. We may also face competition from companies that provide cloud-based solutions in different target or horizontal markets that may develop applications or work with companies that operate in our target markets. With the introduction of new technologies, we expect competition to intensify in the future, and we may face competition from new market entrants as well.

In some cases, our competitors are well-established providers of competitive solutions and have long-standing relationships with many of our current and potential customers, including large pharmaceutical and emerging biopharmaceutical companies. Oracle and IQVIA, for example, have greater name recognition, much longer operating histories, larger marketing budgets and significantly greater resources than we do.

Many of our competitors may be able to devote greater resources to the development, promotion, and sale of their products and services than we are able to devote. Such competitors may be able to initiate or withstand substantial price competition and may offer solutions competitive to certain of our solutions on a standalone basis at a lower price or bundled as part of a larger product sale, including the bundling of software solutions and data. In addition, many of our competitors have established marketing relationships, access to larger customer bases, and distribution agreements with consultants, system integrators, and resellers that we do not have. Our competitors may also establish cooperative relationships among themselves or with third parties that may further enhance their product offerings or resources. In addition, in order to take advantage of customer demand for cloud-based solutions, such competitors may expand their cloud-based solutions through acquisitions and organic development or may seek to partner with other leading cloud providers. For instance, in October 2016, IMS Health Holding, Inc. and Quintiles Transnational Holdings Inc., a contract research organization, combined to form Quintiles IMS Holdings, Inc., which now operates under the name IQVIA. The combined entity competes with us in a number of product areas, including software solutions, data, and data services. The impact of this transaction on our competitive environment is uncertain but increased competition from IQVIA could negatively impact our business.

If our competitors' products, services or technologies become more accepted than our solutions, if they are successful in bringing their products or services to market earlier than we are, if their products or services are more technologically capable than ours, or if customers replace our solutions with custom-built software, then our revenues could be adversely affected. Pricing pressures and increased competition could result in reduced sales, reduced margins, losses or a failure to maintain or improve our competitive market position, any of which could adversely affect our business. For all of these reasons, we may not be able to compete favorably against our current and future competitors.

***If our newer solutions are not successfully adopted by new and existing customers, the growth rate of our revenues and operating results will be adversely affected.***

Our continued growth and profitability will depend on our ability to successfully develop and sell new solutions, including solutions we introduced relatively recently. Although certain Veeva Vault applications have begun to achieve meaningful market acceptance, it is uncertain whether these solutions will continue to grow as a percentage of revenues at a pace significant enough to support our expected growth. For instance, we have begun selling certain of our Veeva Vault applications to companies outside the life sciences industry, and we have begun selling new Veeva Vault applications, such as Veeva Vault EDC and Veeva Vault CTMS. We also recently announced our entrance into the pharmacovigilance and safety market with Veeva Vault Safety. We cannot be certain that our initiatives with respect to newer solutions and newer markets for our solutions will be successful. It may take us significant time, and we may incur significant expense, to effectively market and sell these solutions or to develop other new solutions and make enhancements to our existing solutions. If our newer solutions do not continue to gain traction in the market, or other solutions that we may develop and introduce in the future do not achieve market acceptance in a timely manner, the growth rate of our revenues and operating results will be adversely affected.

***Our revenues are relatively concentrated within a small number of key customers, and the loss of one or more of such key customers, or their failure to renew or expand user subscriptions, could slow the growth rate of our revenues or cause our revenues to decline.***

In our fiscal years ended January 31, 2016, 2017, and 2018, our top 10 customers accounted for 50%, 45%, and 42% of our total revenues, respectively. We rely on our reputation and recommendations from key customers in order to promote our solutions to potential customers. The loss of any of our key customers, or a failure of one or more of them to renew or expand user subscriptions, could have a significant impact on the growth rate of our revenues, our reputation, and our ability to obtain new customers. In the event of an acquisition of one of our largest customers or a business combination between two of our largest customers, we may suffer reductions in user subscriptions or non-renewal of their subscription orders. We are also likely to face increasing purchasing scrutiny at the renewal of these large customer subscription orders, which may result in reductions in user subscriptions or increased pricing pressure. The business impact of any of these negative events is particularly pronounced with respect to our largest customers.

***Within Veeva Commercial Cloud, our core Veeva CRM application has achieved substantial penetration within the sales teams of pharmaceutical and biotechnology companies. If our efforts to sustain or further increase the use and adoption of our CRM applications do not succeed, the growth rate of our revenues may decline.***

In our fiscal year ended January 31, 2018, we derived approximately 64% of our subscription services revenues and 61% of our total revenues from our Veeva Commercial Cloud solutions. We have realized substantial sales penetration of the available market for our core Veeva CRM application among pharmaceutical and biotechnology companies. A critical factor for our continued growth is our ability to sell additional user subscriptions for Veeva CRM and the other applications within Veeva Commercial Cloud to our existing and new customers. Any factor adversely affecting sales of these applications — including substantial penetration of the available market for our core Veeva CRM application, reductions in user subscriptions due to acquisitions of or business combinations between our customers, or increased purchasing scrutiny — may result in reductions in user subscription or increased pricing pressure and could adversely affect the growth rate of our sales, revenues, operating results, and business.

***Our subscription agreements with our customers are typically for a term of one year. If our existing customers do not renew their subscriptions annually, or do not buy additional solutions and user subscriptions from us, or renew at lower aggregate fee levels, our business and operating results will suffer.***

We derive a significant portion of our revenues from the renewal of existing subscription orders. Our customers' orders for subscription services typically have one-year terms. However, more recently and with respect to solutions other than our core sales automation solution and particularly with respect to our Vault applications, we have entered into a number of orders with terms of up to five years. Our customers have no obligation to renew their subscriptions for our solutions after their orders expire. Thus, securing the renewal of our subscription orders and selling additional solutions and user subscriptions is critical to our future operating results. Factors that may affect the renewal rate for our solutions and our ability to sell additional solutions and user subscriptions include:

- the price, performance, and functionality of our solutions;
- the availability, price, performance, and functionality of competing solutions and services;
- the effectiveness of our professional services;
- our ability to develop complementary solutions, applications, and services;
- the stability, performance, and security of our hosting infrastructure and hosting services; and

- the business environment of our customers and, in particular, acquisitions of or business combinations between our customers or other business developments may result in reductions in user subscriptions.

In addition, our customers may negotiate terms less advantageous to us upon renewal, which could reduce our revenues from these customers. As a customer's total spend on Veeva solutions increases, we expect purchasing scrutiny at renewal to increase as well, which may result in reductions in user subscriptions or increased pricing pressure. Other factors that are not within our control may contribute to a reduction in our subscription services revenues. For instance, our customers may reduce their number of sales representatives, which would result in a corresponding reduction in the number of user subscriptions needed for some of our solutions and thus a lower aggregate renewal fee, or our customers may discontinue clinical trials for which our solutions are being used. If our customers fail to renew their subscription orders, renew their subscription orders with less favorable terms or at lower fee levels or fail to purchase new solutions, applications, or professional services from us, our revenues may decline or our future revenues may be constrained.

***We rely on third-party providers — including salesforce.com and Amazon Web Services — for computing infrastructure, network connectivity, and other technology-related services needed to deliver our cloud solutions. We are migrating to Amazon Web Services for more of these services, particularly with respect to our solutions other than Veeva CRM. Any disruption in the services provided by such third-party providers could adversely affect our business and subject us to liability.***

Our solutions are hosted from and use computing infrastructure provided by third parties, including salesforce.com with respect to Veeva CRM and certain of our multichannel CRM applications, Amazon Web Services with respect to Veeva Vault applications, Veeva Network applications, and certain other Veeva Commercial Cloud applications, and other computing infrastructure service providers. We have migrated and will continue to migrate a significant portion of our computing infrastructure needs to Amazon Web Services. Such migrations are risky and may cause disruptions to our cloud solutions, service outages, downtime, or other problems and may increase our costs.

We do not own or control the operation of the third-party facilities or equipment used to provide the services described above. Our computing infrastructure service providers have no obligation to renew their agreements with us on commercially reasonable terms or at all. If we are unable to renew these agreements on commercially reasonable terms, or if one of our computing infrastructure service providers is acquired, we may be required to transition to a new provider and we may incur significant costs and possible service interruption in connection with doing so. In addition, such service providers could decide to close their facilities or change or suspend their service offerings without adequate notice to us. Moreover, any financial difficulties, such as bankruptcy, faced by such service providers may have negative effects on our business, the nature and extent of which are difficult to predict. Since we cannot easily switch computing infrastructure service providers, any disruption with respect to our current providers would impact our operations and our business could be adversely impacted.

Problems faced by our computing infrastructure service providers, including those operated by salesforce.com or Amazon Web Services, could adversely affect the experience of our customers. For example, in May 2016, salesforce.com suffered a significant service outage with respect to a group of servers that hosts Veeva CRM for certain of our Veeva CRM customers, which resulted in unplanned system unavailability and potential data loss. Certain customers claimed service level credits under their contracts with us, and the impact was not material to our financial results. Amazon Web Services has also had and may in the future experience significant service outages. Additionally, if our computing infrastructure service providers are unable to keep up with our growing needs for capacity, this could have an adverse effect on our business. For example, a rapid expansion of our business could affect our service levels or cause such systems to fail. Our agreements with third-party

computing infrastructure service providers may not entitle us to corresponding service level credits to those we offer to our customers. Any changes in third-party service levels at our computing infrastructure service providers or any related disruptions or performance problems with our solutions could adversely affect our reputation and may damage our customers' stored files, result in lengthy interruptions in our services, or result in potential losses of customer data. Interruptions in our services might reduce our revenues, cause us to issue refunds to customers for prepaid and unused subscriptions, subject us to service level credit claims and potential liability, or adversely affect our renewal rates.

***As our costs increase, we may not be able to sustain the level of profitability we have achieved in the past.***

We expect our future expenses to increase as we continue to invest in and grow our business. We expect to incur significant future expenditures related to:

- developing new solutions and enhancing our existing solutions (including adapting certain of our Veeva Vault applications for companies outside the life sciences industry);
- improving the technology infrastructure, scalability, availability, security, and support for our solutions;
- expanding and deepening our relationships with our existing customer base, including expenditures related to increasing the adoption of our solutions by the R&D departments of life sciences companies;
- sales and marketing, including expansion of our direct sales organization and global marketing programs;
- expansion of our professional services organization;
- international expansion;
- employee compensation, including stock-based compensation;
- pending, threatened, or future legal proceedings, certain of which are described in Part I, Item 3. "Legal Proceedings" and which we expect to continue to result in significant expense for the foreseeable future; and
- general operations, IT systems, and administration, including legal and accounting expenses related to being a public company.

If our efforts to increase revenues and manage our expenses are not successful, or if we incur costs, damages, fines, settlements, or judgments as a result of other risks and uncertainties described in this report, we may not be able to sustain or increase our historical levels of profitability.

***An inability to attract and retain highly skilled employees could adversely affect our business.***

To execute our growth plan, we must attract and retain highly qualified employees. Competition for these employees is intense, especially with respect to sales and marketing personnel and engineers with high levels of experience in enterprise software and internet-related services. We have, from time to time, experienced, and we expect to continue to experience, difficulty in hiring and retaining employees with the appropriate level of qualifications. With respect to sales professionals, even if we are successful in attracting highly qualified personnel, it may take six to nine months or longer before they are fully trained and productive. Many of the companies with which we compete for experienced employees have greater resources than we have and may offer compensation packages that are perceived to be better than ours. For instance, job candidates and existing employees often consider



the value of the equity awards they receive in connection with their employment. If the perceived value of our equity awards declines, including as a result of declines in the market price of our Class A common stock or changes in perception about our future prospects, it may adversely affect our ability to recruit and retain highly skilled employees. Additionally, changes in our compensation structure, including our recent change in sales compensation to be more heavily weighted toward base salary, may be negatively received by employees and result in attrition or cause difficulty in the recruiting process. If we fail to attract new employees or fail to retain and motivate our current employees, our business and future growth prospects could be adversely affected.

***Defects or disruptions in our solutions could result in diminished demand for our solutions, a reduction in our revenues, and subject us to substantial liability.***

We generally release updates to our solutions three times per year. These updates may contain undetected errors when first introduced or released. We have from time to time found defects in our solutions, and new defects may be detected in the future. Since our customers use our solutions for important aspects of their business, any errors, defects, disruptions, service degradations, or other performance problems with our solutions could hurt our reputation and may damage our customers' businesses. If that occurs, our customers may delay or withhold payment to us, cancel their agreements with us, elect not to renew, or make service credit claims, warranty claims, or other claims against us, and we could lose future sales. The occurrence of any of these events could result in diminishing demand for our solutions, a reduction of our revenues, an increase in our bad debt expense or in collection cycles for accounts receivable, or could require us to increase our warranty provisions or incur the expense of litigation or substantial liability.

***Our revenues and gross margin from professional services fees are volatile and may not increase from quarter to quarter or at all.***

We derive a significant portion of our revenue from professional services fees. Our professional services revenues fluctuate from quarter to quarter as a result of the achievement of payment milestones in our professional services arrangements, and the requirements, complexity, and timing of our customers' implementation projects. Generally, a customer's ongoing need for professional services decreases as the implementation and full deployment of such solutions is completed. Our customers may also choose to use third parties rather than us for certain professional services related to our solutions. As a result of these and other factors, our professional services revenues may not increase on a quarterly basis in the future or at all. Additionally, the gross margin generated from professional services fees fluctuates based on a number of factors which may be variable from period to period, including the average billable hours worked by our billable professional services personnel, our hourly rates for professional services, the achievement of payment milestones in a period for which a portion of the associated professional services was delivered in a prior period, and the margin on professional services subcontracted to our third-party systems integrator partners. As a result of these and other factors, the gross margin from our professional services may not increase on a quarterly basis in the future or at all.

***We have experienced rapid growth, and if we fail to manage our growth effectively, we may be unable to execute our business plan.***

Since we were founded, we have experienced rapid growth and expansion of our operations. Our revenues, customer count, product and service offerings, countries of operation, facilities, and computing infrastructure needs have all increased significantly, and we expect them to increase in the future. We have also experienced rapid growth in our employee base, and as we continue to grow, we must effectively integrate, develop, and motivate a large number of new employees, while executing our growth plan and maintaining the beneficial aspects of our culture. Our rapid growth has placed, and will continue to place, a significant strain on our management capabilities, administrative and

operational infrastructure, facilities and other resources. We anticipate that additional investments in our facilities and computing infrastructure will be required to scale our operations. To effectively manage growth, we must continue to: improve our key business applications, processes, and computing infrastructure; enhance information and communication systems; and ensure that our policies and procedures evolve to reflect our current operations and are appropriately communicated to and observed by employees. These enhancements and improvements will require additional investments and allocation of valuable management and employee time and resources. Failure to effectively manage growth could result in difficulty or delays in deploying our solutions, declines in quality or customer satisfaction, increases in costs, difficulties in introducing new features or other operational difficulties, and any of these difficulties could adversely impact our business performance and results of operations.

***Our agreement with salesforce.com imposes significant financial commitments on us which we may not be able to meet and which could negatively impact our financial results and liquidity in the future.***

Our Veeva CRM application, and certain portions of the multichannel CRM applications that complement our Veeva CRM application, are developed on and/or utilize the Salesforce1 Platform of salesforce.com. Under our agreement, salesforce.com provides the hosting infrastructure and data center for portions of our multichannel CRM applications, as well as the system administration, configuration, reporting and other platform level functionality. In exchange, we pay salesforce.com a fee. Our agreement with salesforce.com requires that we meet minimum order commitments of \$500 million over the term of the agreement, which ends on September 1, 2025, including “true-up” payments if the orders we place with salesforce.com have not equaled or exceeded the following aggregate amounts within the timeframes indicated: (i) \$250 million from March 1, 2014 to September 1, 2020 and (ii) the full amount of \$500 million by September 1, 2025. See note 11 to the notes to our consolidated financial statements for more information about our on-going minimum fee obligation to salesforce.com. If we are not able to meet the minimum order commitments, the required true-up payments will negatively impact our margins, cash flows, cash balance and financial condition, and our stock price may decline.

***Substantially all of our revenues are generated by sales to customers in the life sciences industry, and factors that adversely affect this industry, including mergers within the life sciences industry or regulatory changes, could also adversely affect us.***

Substantially all of our sales are to customers in the life sciences industry. Demand for our solutions could be affected by factors that adversely affect the life sciences industry, including:

- The consolidation of companies or bankruptcies within the life sciences industry — Consolidation within the life sciences industry has accelerated in recent years, and this trend could continue. We may lose customers due to industry consolidation, and we may not be able to expand sales of our solutions and services to new customers to replace lost customers. In addition, new companies that result from such consolidation may decide that our solutions are no longer needed because of their own internal processes or alternative solutions. As these entities consolidate, competition to provide solutions and services to industry participants will become more intense and the importance of establishing relationships with large industry participants will become greater. These industry participants may try to use their market power to negotiate price reductions for our solutions. If consolidation of our larger current customers occurs, the combined company may represent a larger percentage of business for us and, as a result, we are likely to rely more significantly on the combined company’s revenues to continue to achieve growth. In addition, if large life sciences merge, it would have the potential to reduce per unit pricing for our solutions for the merged companies or to reduce demand for one or more of our solutions as a result of potential personnel reductions over time. Additionally, our customers with potential treatments in clinical trials may be unsuccessful and may subsequently declare bankruptcy.

- The changing regulatory environment of the life sciences industry — Changes in regulations could negatively impact the business environment for our life sciences customers. Healthcare laws and regulations are rapidly evolving and may change significantly in the future. In particular, legislation has been introduced in the United States that has led to uncertainty as to the future of certain healthcare laws and regulations regarding coverage for healthcare expenses, and legislation or regulatory changes regarding the pricing of healthcare treatments sold by life sciences companies has also recently been a topic of discussion by political leaders and regulators in the United States and elsewhere.
- Changes in market conditions and practices within the life sciences industry — The expiration of key patents, changes in the practices of prescribing physicians, changes with respect to payer relationships, the policies and preferences of healthcare professionals and healthcare organizations with respect to the sales and marketing efforts of life sciences companies, changes in the regulation of the sales and marketing efforts and pricing practices of life sciences companies, and other factors could lead to a significant reduction in sales representatives that use our solutions or otherwise change the demand for our solutions. Changes in public perception regarding the practices of the life sciences industry may result in political pressure to increase the regulation of life sciences companies in one or more of the areas described above, which may negatively impact demand for our solutions.
- Changes in global economic conditions and changes in the global availability of healthcare treatments provided by the life sciences companies to which we sell — Our business depends on the overall economic health of our existing and prospective customers. The purchase of our solutions may involve a significant commitment of capital and other resources. If economic conditions, including the ability to market life sciences products in key markets or the demand for life sciences products globally deteriorates, many of our customers may delay or reduce their IT spending. This could result in reductions in sales of our solutions, longer sales cycles, reductions in subscription duration and value, slower adoption of new technologies and increased price competition.

Accordingly, our operating results and our ability to efficiently provide our solutions to life sciences companies and to grow or maintain our customer base could be adversely affected as a result of factors that affect the life sciences industry generally.

***If the third-party providers of healthcare reference data and prescription drug sales data do not allow our customers to upload and use such data in our solutions, our business may be negatively impacted.***

Many of our customers license healthcare professional and healthcare organization data and data regarding the sales of prescription drugs from third parties such as IQVIA. In order for our customers to upload such data to the Veeva CRM and Veeva Network Customer Master solution, such third-party data providers typically must consent to such uploads and often require that we enter into agreements regarding our obligations with respect to such data, which include confidentiality obligations and intellectual property rights with respect to such third-party data. We have experienced delays and difficulties in our negotiations with such third-party data providers in the past, and we expect to experience difficulties in the future. For instance, IQVIA currently will not consent to its healthcare professional or healthcare organization data being uploaded to Veeva Network Customer Master and this has negatively affected sales and customer adoption of Veeva Network Customer Master. Similarly, sales and customer adoption of Veeva OpenData has been negatively impacted by certain restrictions on the use of IQVIA data during customer transitions from IQVIA data to Veeva OpenData. If such third-party data providers do not consent to the uploading and use of their data in our solutions, delay consent or fail to offer reasonable conditions for the upload and use of such data in our solutions, our sales efforts, solution implementations and productive use of our solutions by customers may be harmed, and our business, in turn, may be negatively impacted.

***We may be sued by third parties for alleged infringement of their proprietary rights or misappropriation of intellectual property.***

There is considerable patent and other intellectual property development activity in our industry. Our competitors, as well as a number of other entities and individuals, including so-called non-practicing entities, or NPEs, may own or claim to own intellectual property relating to our solutions. From time to time, third parties may claim that we are infringing upon their intellectual property rights or that we have misappropriated their intellectual property. For example, in 2014, we settled a lawsuit with Prolifiq Software, Inc. in exchange for a license to certain asserted patents, and we are currently defending against assertions of trade secret misappropriation made by our competitors, Medidata and IQVIA, as described in note 11 of the notes to our consolidated financial statements. As competition in our market grows, the possibility of patent infringement and other intellectual property claims against us increases. In the future, we expect others to claim that our solutions and underlying technology infringe or violate their intellectual property rights. We may be unaware of the intellectual property rights that others may claim cover some or all of our technology or services. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial damages or ongoing royalty payments, prevent us from offering our services, or require that we comply with other unfavorable terms. We may also be obligated to indemnify our customers or business partners or pay substantial settlement costs, including royalty payments, in connection with any such claim or litigation and to obtain licenses, modify applications or refund fees, which could be costly. Even if we were to prevail in such a dispute, any litigation regarding our intellectual property could be costly and time-consuming and divert the attention of our management and key personnel from our business operations.

***Our solutions address heavily regulated functions within the life sciences industry, and failure to comply with applicable laws and regulations could lessen the demand for our solutions or subject us to significant claims and losses.***

Our customers use our solutions for business activities that are subject to a complex regime of global laws and regulations, including requirements for maintenance of electronic records and electronic signatures (as set forth in 21 CFR Part 11, EU Annex 11, and Japan PFSB Notification No. 0401022), requirements regarding drug sample tracking and distribution (as set forth in 21 CFR Part 203, EU Directive 201/83/EC Article 96), requirements regarding system validations (as set forth in 21 CFR Part 802.75 and 21 CFR Part 211.68), and other laws and regulations. Our solutions are expected to be capable of use by our customers in compliance with such laws and regulations. Our efforts to provide solutions that comply with such laws and regulations are time-consuming and costly and include validation procedures that may delay the release of new versions of our solutions. As these laws and regulations change over time, we may find it difficult to adjust our solutions to comply with such changes. For example, on June 23, 2016, the United Kingdom held a referendum in which voters approved an exit from the European Union, commonly referred to as “Brexit.” Since a significant proportion of the regulatory framework in the United Kingdom is derived from EU directives and regulations, Brexit could materially affect the regulatory regime applicable to our customers with operations in the United Kingdom. Any such changes to the regulatory regime could have a material adverse effect on the life sciences industry generally and on our ability to adjust our solutions to comply with such changes.

As we increase the number of products we offer and the number of countries in which we offer solutions, the complexity of adjusting our solutions to comply with legal and regulatory changes will increase. If we are unable to effectively manage this increase or if we are not able to provide solutions that can be used in compliance with applicable laws and regulations, customers may be unwilling to use our solutions and any such non-compliance could result in the termination of our customer agreements or claims arising from such agreements with our customers.

Additionally, any failure of our customers to comply with laws and regulations applicable to the functions for which our solutions are used could result in fines, penalties or claims for substantial damages against our customers that may harm our business or reputation. If such failure were allegedly caused by our solutions or services, our customers may make a claim for damages against us, regardless of our responsibility for the failure. We may be subject to lawsuits that, even if unsuccessful, could divert our resources and our management's attention and adversely affect our business, and our insurance coverage may not be sufficient to cover such claims against us.

***Increasingly complex data protection and privacy regulations are burdensome, may reduce demand for our solutions, and non-compliance may impose significant liabilities.***

Our customers use our solutions to collect, use, process and store personal data or identifying information regarding their employees and the medical professionals with whom our customers have contact, and, potentially, personal data (including potentially sensitive data such as health information) regarding patients maintained by our customers pursuant to clinical, operational or compliance processes. In this capacity, we act as a data processor. We also collect and sell a database, via our Veeva OpenData and Veeva Oncology Link solutions, for which we are a data controller. In many countries, national and local governmental bodies have adopted, are considering adopting, or may adopt laws and regulations regarding the collection, use, processing, storage and disclosure of personal information obtained from individuals, making compliance a complex task.

In the United States, the U.S. Department of Health and Human Services promulgated patient privacy rules under the Health Insurance Portability and Accountability Act of 1996 (HIPAA), that protect medical records and other personal health information by limiting their use and disclosure, giving individuals the right to access, amend, and seek accounting of their own health information and limiting most use and disclosures of health information to the minimum amount reasonably necessary to accomplish the intended purposes. Certain of Veeva's customers can be either business associates or covered entities under HIPAA.

Operating under one of the world's strictest data privacy regimes, Veeva is a registered data controller and data processor under EU Data Protection Directive 95/46/EC. We are in the final stages of a significant data compliance and change management undertaking in order to prepare for GDPR, which will enter into force on May 25, 2018 and replace the EU Data Protection Directive. Preparation for GDPR has and will continue to require valuable management and employee time and resources. In addition, the United Kingdom's Information Commissioner's Office (ICO) has publicly stated that the United Kingdom will adopt GDPR as national law as it is the process of exiting the European Union. We currently utilize third-party computing infrastructure in the United Kingdom that is used to deliver our solutions to many of our European customers, and we are in the process of migrating to Amazon Web Services. Despite the ICO's statements, which decrease this risk, potential regulatory changes regarding the transfer of EU data to the United Kingdom could adversely affect our customers' ability or desire to collect, use, process, and store personal or health-related information using our data center in the United Kingdom, which could reduce demand for our solutions.

In addition, we routinely utilize the EU Standard Contractual Clauses, often also referred to as Model Clauses, to ensure that our European customers have adequate assurance of our technical and organization controls on privacy, although this legal mechanism is currently under review by the European Court of Justice. In parallel, we have self-certified under the EU-U.S. and Swiss-U.S. Privacy Shields. There is also a trend toward countries enacting data localization requirements which are not particularly compatible with the cloud computing model. For example, Russia's localization law (Federal Law No. 242-FZ) requires that the source of data for Russian nationals collected on Russian territory must be stored in Russia. We are also monitoring the impact of China's new cyber security law and its related implementation rules that are not yet finalized. Depending on the final enacted implementation rules, localization of certain types of data and restrictions on cross-border transfers may apply.

Customers expect that our solutions can be used in compliance with such laws and regulations. The functional and operational requirements and costs of compliance with such laws and regulations may adversely impact our business, and failure to enable our solutions to comply with such laws and regulations could lead to significant fines and penalties imposed by regulators, as well as claims by our customers or third parties. Additionally, all of these domestic and international legislative and regulatory initiatives could adversely affect our customers' ability or desire to collect, use, process and store personal or health-related information using our solutions or to license data products from us, which could reduce demand for our solutions.

***We may acquire other companies or technologies, which could divert our management's attention, result in additional dilution to our stockholders and otherwise disrupt our operations and adversely affect our operating results.***

We have in the past acquired and may in the future seek to acquire or invest in businesses, solutions or technologies that we believe could complement or expand our solutions, enhance our technical capabilities or otherwise offer growth opportunities. For instance, in 2015, we acquired the key opinion leader business and products of Qforma, Inc., Mederi AG and other affiliated entities through a combination of stock and asset purchases. In 2015, we also acquired Zinc Ahead, a provider of commercial content management solutions. Additionally, the pursuit of potential acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating, and pursuing suitable acquisitions, whether or not they are consummated.

We have limited experience in acquiring other businesses. We may not be able to successfully integrate the acquired personnel, operations and technologies, or effectively manage the combined business following the acquisition. We also may not achieve the anticipated benefits from the acquired business due to a number of factors, including:

- inability to integrate or benefit from acquired technologies or services in a profitable manner;
- costs, liabilities or accounting charges associated with the acquisition;
- difficulty integrating the accounting systems, operations and personnel of the acquired business;
- problems arising from differences in applicable accounting standards or practices of the acquired business (for instance, non-U.S. businesses may not be accustomed to preparing their financial statements in accordance with U.S. GAAP) or difficulty identifying and correcting deficiencies in the internal controls over financial reporting of the acquired business;
- difficulties and additional expenses associated with supporting legacy products and hosting infrastructure of the acquired business;
- difficulty converting the customers of the acquired business onto our solutions and contract terms, including due to disparities in the revenues, licensing, support or professional services model of the acquired company;
- diversion of management's attention from other business concerns;
- adverse effects to business relationships with our existing business partners and customers as a result of the acquisition;
- difficulty in retaining key personnel of the acquired business;
- the possibility of investigation by, or the failure to obtain required approvals from, governmental authorities on a timely basis, if at all, under various regulatory schemes, including competition laws, which could, among other things, delay or prevent us from completing a transaction, subject the transaction to divestiture after the fact or otherwise restrict our ability to realize the expected financial or strategic goals of the acquisition;

- use of resources that are needed in other parts of our business; and
- use of substantial portions of our available cash to consummate the acquisition.

In addition, a significant portion of the purchase price of companies we acquire may be allocated to acquired goodwill and other intangible assets, which we must assess for impairment at least annually. In the future, if our acquisitions do not yield expected returns, we may be required to take charges to our operating results based on this impairment assessment process, which could adversely affect our results of operations. Acquisitions may also result in purchase accounting adjustments, write-offs or restructuring charges, which may negatively affect our results.

Acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our operating results. In addition, if an acquired business fails to meet our expectations, our operating results, business and financial position may suffer.

***Our sales cycles can be long and unpredictable, and our sales efforts require considerable investment of time and expense. If our sales cycle lengthens or we invest substantial resources pursuing unsuccessful sales opportunities, our operating results and growth would be harmed.***

Our sales process entails planning discussions with prospective customers, analyzing their existing solutions and identifying how these potential customers can use and benefit from our solutions. The sales cycle for a new customer, from the time of prospect qualification to the completion of the first sale, may span over 12 months or longer. In particular, we have limited history selling certain of our more recently announced Veeva Vault applications, such as Veeva Vault EDC and Veeva Vault CTMS, to the R&D departments of life sciences companies. As a result, our sales cycle for these applications may be lengthy and difficult to predict. In addition, we have only recently begun selling certain of our Veeva Vault applications to companies outside the life sciences industry. We spend substantial time, effort and money in our sales efforts without any assurance that our efforts will result in the sale of our solutions. In addition, our sales cycle can vary substantially from customer to customer because of various factors, including the discretionary nature of potential customers' purchasing and budget decisions, the announcement or planned introduction of new solutions by us or our competitors and the purchasing approval processes of potential customers. If our sales cycle lengthens or we invest substantial resources pursuing unsuccessful sales opportunities, our operating results and growth would be harmed.

***If we fail to effectively manage our technical operations infrastructure, our existing customers may experience service outages and our new customers may experience delays in the deployment of our solutions.***

We have experienced significant growth in the number of end users, transactions, and data that our operations infrastructure supports. We seek to maintain sufficient excess capacity in our operations infrastructure to meet the needs of all of our customers. We also seek to maintain excess capacity to facilitate the rapid provision of new customer deployments and the expansion of existing customer deployments. In addition, we need to properly manage our technological operations infrastructure. However, the provision of new hosting infrastructure requires adequate lead-time. We have experienced, and may in the future experience, service disruptions, degradations, outages and other performance problems. These types of problems may be caused by a variety of factors, including infrastructure changes, human or software errors, viruses, security attacks, fraud, spikes in customer usage, problems associated with our third-party computing infrastructure and network providers and denial of service issues. In addition, service disruptions may result from errors we make in delivery, configuring, or hosting our solutions, or designing, installing, expanding, or maintaining our computing infrastructure. In some instances, we may not be able to identify the cause or causes of these

performance problems within an acceptable period of time. It is also possible that such problems could result in losses of customer data. If we do not accurately predict our infrastructure requirements, our existing customers may experience delays in the deployment of our solutions or service outages that may subject us to financial penalties, financial liabilities and customer losses. For instance, our customer agreements typically provide service level commitments on a quarterly basis. If we are unable to meet the stated service level commitments or suffer extended periods of unavailability for our solutions, we may be contractually obligated to provide these customers with service level credits or our customers may terminate their agreements.

***Catastrophic events could disrupt our business and adversely affect our operating results.***

Our corporate headquarters are located in Pleasanton, California and our third-party hosted computing infrastructure is located in the United States, the European Union, Japan, and South Korea. The west coast of the United States and Japan and South Korea each contain active earthquake zones. Additionally, we rely on our network and third-party infrastructure and enterprise applications, internal technology systems, and our website for our development, marketing, operational support, hosted services, and sales activities. In the event of a major earthquake, hurricane, or catastrophic event such as fire, power loss, telecommunications failure, cyber-attack, war, or terrorist attack, we may be unable to continue our operations and may experience system interruptions, reputational harm, delays in our solution development, lengthy interruptions in our services, breaches of data security, and loss of critical data, all of which could have an adverse effect on our future operating results.

***Because key and substantial portions of our multichannel CRM applications are built on salesforce.com's Salesforce1 Platform, we are dependent upon our agreement with salesforce.com to provide these solutions to our customers, and we are bound by the restrictions of this agreement which limits the companies to which we may sell our Veeva CRM solution.***

Our Veeva CRM application and certain portions of the multichannel CRM applications that complement our Veeva CRM application are developed on or utilize the Salesforce1 Platform of salesforce.com, and we rely on our agreement with salesforce.com to continue to use the Salesforce1 Platform as combined with the proprietary aspects of our multichannel CRM applications.

Our agreement with salesforce.com expires on September 1, 2025. However, salesforce.com has the right to terminate the agreement in certain circumstances, including in the event of a material breach of the agreement by us, or that salesforce.com is subjected to third-party intellectual property infringement claims based on our solutions (except to the extent based on the Salesforce1 Platform) or our trademarks and we do not remedy such infringement in accordance with the agreement. Also, if we are acquired by specified companies, salesforce.com may terminate the agreement upon notice of not less than 12 months. If salesforce.com terminates our agreement under these circumstances, our customers will be unable to access Veeva CRM and certain other of our multichannel CRM applications. A termination of the agreement would cause us to incur significant time and expense to acquire rights to, or develop, a replacement CRM platform, and we may not be successful in these efforts. Even if we were to successfully acquire or develop a replacement CRM platform, some customers may decide not to adopt the replacement platform and may decide to use a different CRM solution. If we were unsuccessful in acquiring or developing a replacement CRM platform or acquired or developed a replacement CRM platform that our customers do not adopt, our business, operating results and brand may be adversely affected.

Also, if either party elects not to renew the agreement at the end of its September 1, 2025 term or if the agreement is terminated by us as a result of salesforce.com's breach, the agreement provides for a five-year wind-down period in which we would be able to continue providing the Salesforce1 Platform as combined with the proprietary aspects of our solutions to our existing customers but would be



limited with respect to the number of additional subscriptions we could sell to our existing customers. After the wind-down period, we would no longer be able to use the Salesforce1 Platform.

Our agreement with salesforce.com provides that we can use the Salesforce1 Platform as combined with our proprietary Veeva CRM application to sell sales automation solutions only to drug makers in the pharmaceutical and biotechnology industries for human and animal treatments, which does not include the medical devices industry or products for non-drug departments of pharmaceutical and biotechnology companies. Sales of the Salesforce1 Platform in combination with our Veeva CRM application to additional industries would require the review and approval of salesforce.com. Our inability to freely sell our Veeva CRM application outside of drug makers in the pharmaceutical and biotechnology industries may adversely impact our growth.

While our agreement with salesforce.com, subject to certain exceptions, including pre-existing arrangements, provides that salesforce.com will not position, develop, promote, invest in or acquire applications directly competitive to the Veeva CRM application for sales automation that directly target drug makers in the pharmaceutical and biotechnology industry, or the pharma/biotech industry, our remedy for a breach of this commitment by salesforce.com would be to terminate the agreement, or continue the agreement but be released from our minimum order commitments from the date of salesforce.com's breach forward. While our agreement with salesforce.com also restricts salesforce.com from competing with us with respect to sales opportunities for sales automation solutions for the pharma/biotech industry unless such competition has been pre-approved by salesforce.com's senior management based on certain criteria specified in the agreement, and imposes certain limits on salesforce.com from entering into new arrangements after March 3, 2014 that are similar to ours with other parties with respect to sales automation applications for the pharma/biotech industry, it does not restrict a salesforce.com customer's ability (or the ability of salesforce.com on behalf of a specific salesforce.com customer) to customize or configure the Salesforce1 Platform, and our remedy for a breach of these restrictions by salesforce.com would be to terminate the agreement, or continue the agreement but be released from our minimum order commitments from the date of salesforce.com's breach forward. Some current or potential customers of ours may choose to build custom solutions using the Salesforce1 Platform rather than buying our solutions.

***We employ third-party licensed software and software components for use in or with our solutions, and the inability to maintain these licenses or the presence of errors in the software we license could limit the functionality of our products and result in increased costs or reduced service levels, which would adversely affect our business.***

In addition to our employment of the Salesforce1 Platform through our agreement with salesforce.com, our solutions incorporate or utilize certain third-party software and software components obtained under licenses from other companies. We anticipate that we will continue to rely on such third-party software and development tools from third parties in the future. Although we believe that there are commercially reasonable alternatives to the third-party software we currently license, this may not always be the case, or it may be difficult or costly to replace. Our use of additional or alternative third-party software would require us to enter into license agreements with third parties. In addition, if the third-party software we utilize has errors or otherwise malfunctions, the functionality of our solutions may be negatively impacted and our business may suffer.

***Because we recognize subscription services revenues ratably over the term of the order for our subscription services, a significant downturn in our business may not be reflected immediately in our operating results, which increases the difficulty of evaluating our future financial performance.***

We generally recognize subscription services revenues ratably over the term of an order under our subscription agreements. As a result, a substantial majority of our quarterly subscription services

revenues are generated from subscription agreements entered into during prior periods. Consequently, a decline in new subscriptions in any quarter may not affect our results of operations in that quarter but could reduce our revenues in future quarters. Additionally, the timing of renewals or non-renewals of a subscription agreement during any quarter may only affect our financial performance in future quarters. For example, the non-renewal of a subscription agreement late in a quarter will have minimal impact on revenues for that quarter but will reduce our revenues in future quarters. Accordingly, the effect of significant declines in sales and customer acceptance of our solutions may not be reflected in our short-term results of operations, which would make these reported results less indicative of our future financial results. By contrast, a non-renewal occurring early in a quarter may have a significant negative impact on revenues for that quarter and we may not be able to offset a decline in revenues due to non-renewal with revenues from new subscription agreements entered into in the same quarter. In addition, we may be unable to adjust our costs in response to reduced revenues.

Additionally, with respect to certain of our multi-year orders in which fees increase from year to year, when effective, Topic 606 may require that the total contracted revenue for the entire multi-year term of the order be recognized ratably in the same amount in each year. As a result, in the initial year of such orders, we will recognize more revenue than the fees we invoice for the same period, and in the last year of such orders, we will recognize less revenue than the fees we invoice for the same period. These changes may make our reported results less indicative of the actual health of our business at the time revenue is reported and expose us to impaired accounts receivables.

***Changes in accounting principles may cause previously unanticipated fluctuations in our financial results, and the implementation of such changes may impact our ability to meet our financial reporting obligations.***

We prepare our financial statements in accordance with U.S. GAAP which are subject to interpretation or changes by the Financial Accounting Standards Board, or FASB, the Securities and Exchange Commission, or SEC, and other various bodies formed to promulgate and interpret appropriate accounting principles. New accounting pronouncements and changes in accounting principles have occurred in the past and are expected to occur in the future which may have a significant effect on our financial results. For example, Topic 606 supersedes most current revenue recognition guidance, including industry-specific guidance. We will be required to implement this new revenue standard for our fiscal year beginning February 1, 2018. The impact of adoption of Topic 606 will include a requirement to capitalize the costs to obtain a customer contract (e.g., sales commissions) and amortize these costs over the estimated life of the underlying contract, which we have not previously done. Additionally, we expect the timing of revenue recognition for certain of our revenue arrangements to be impacted by the changes imposed by Topic 606. For instance, with respect to certain of our multi-year orders in which fees increase from year to year, Topic 606 may require that the total contracted revenue for the entire multi-year term of the order be recognized ratably in the same amount in each year. As a result, in the initial year of such orders, we will recognize more revenue than the fees we invoice for the same period, and in the last year of such orders, we will recognize less revenue than the fees we invoice for the same period. Please see note 1 of the notes to our consolidated financial statements for more information. Any difficulties in implementation of changes in accounting principles, including the ability to modify our accounting systems, could cause us to fail to meet our financial reporting obligations, which could result in regulatory discipline and harm investors' confidence in us.

***Deferred revenue and change in deferred revenue may not be an accurate indicator of our future financial results.***

Our subscription orders are generally billed beginning at the subscription commencement date in annual or quarterly increments. Many of our customers, including many of our large customers, are billed on a quarterly basis and therefore a substantial portion of the value of contracts billed on a

quarterly basis will not be reflected in our deferred revenue at the end of any given quarter. Also, because the terms of orders for additional end users or solutions are typically coterminous with the anniversary date of the initial order for a related solution, the terms of such orders for additional end users or solutions can be for relatively short periods of time, often less than one year and payment terms may also be quarterly. Therefore, the annualized value of such orders that we enter into with our customers will not be completely reflected in deferred revenue at any single point in time. We have also agreed from time to time and may agree in the future to allow customers to change the renewal dates of their orders to, for example, align more closely with a customer's annual budget process or to align with the renewal dates of other orders placed by other entities within the same corporate control group, or to change payment terms from annual to quarterly, or vice versa. Such changes typically result in an order of less than one year as necessary to align all orders to the desired renewal date and, thus, may result in a lesser increase to deferred revenue than if the renewal date adjustment had not occurred. Additionally, if a coterminous order of less than one year renews in the same fiscal year in which it was originally signed and has annual billing terms, the order will generate more deferred revenue in that fiscal year than the annual contract value of that order. Accordingly, we do not believe that changes on a quarterly basis in deferred revenue or calculated billings, a metric commonly cited by financial analysts that is the sum of the change in deferred revenue plus revenue, are accurate indicators of future revenues for any given period of time. Upon the adoption of Topic 606, the calculated billings metric will be the sum of the change in deferred revenue plus revenue minus the change in unbilled accounts receivable. However, many companies that provide cloud-based software report changes in deferred revenue or calculated billings as key operating or financial metrics, and it is possible that analysts or investors may view these metrics as important. Thus, any changes in our deferred revenue balances or deferred revenue trends, or in the future, our unbilled accounts receivable balances or trends, could adversely affect the market price of our Class A common stock.

***Sales to customers outside the United States or with international operations expose us to risks inherent in international sales.***

In our fiscal year ended January 31, 2018, sales to customers outside North America, which is primarily measured by the estimated location of the end users or usage for subscription services revenues and the estimated location of the resources performing the services for professional services, accounted for approximately 45% of our total revenues. A key element of our growth strategy is to further expand our international operations and worldwide customer base. Operating in international markets requires significant resources and management attention and subjects us to regulatory, economic and political risks that are different from those in the United States. We have limited operating experience in some international markets, and we cannot assure you that our expansion efforts into other international markets will be successful. Our experience in the United States and other international markets in which we already have a presence may not be relevant to our ability to expand in other emerging markets. Our international expansion efforts may not be successful in creating further demand for our solutions outside of the United States or in effectively selling our solutions in the international markets we enter. In addition, we face risks in doing business internationally that could adversely affect our business, including:

- the need and expense to localize and adapt our solutions for specific countries, including translation into foreign languages, and ensuring that our solutions enable our customers to comply with local life sciences industry laws and regulations;
- data privacy laws which require that customer data be stored and processed in a designated territory;
- difficulties in staffing and managing foreign operations, including employee laws and regulations;
- different pricing environments, longer sales cycles and longer accounts receivable payment cycles and collections issues;

- new and different sources of competition;
- weaker protection for intellectual property and other legal rights than in the United States and practical difficulties in enforcing intellectual property and other rights outside of the United States;
- laws and business practices favoring local competitors;
- compliance challenges related to the complexity of multiple, conflicting and changing governmental laws and regulations, including employment, tax, privacy and data protection and anti-bribery laws and regulations;
- increased financial accounting and reporting burdens and complexities;
- restrictions on the transfer of funds;
- our ability to repatriate funds from abroad without adverse tax consequences;
- adverse tax consequences, including the potential for required withholding taxes;
- fluctuations in the exchange rates of foreign currency in which our foreign revenues or expenses may be denominated;
- changes in trade relations and trade policy, including implementation of or changes to trade sanctions, tariffs, and embargos; and
- unstable regional and economic political conditions in the markets in which we operate.

Some of our business partners also have international operations and are subject to the risks described above. Even if we are able to successfully manage the risks of international operations, our business may be adversely affected if our business partners are not able to successfully manage these risks, which could adversely affect our business.

***We are subject to governmental export and import controls that could impair our ability to compete in international markets in which our products may not be sold or subject us to liability if we violate the controls.***

Our products are subject to U.S. export controls, including the U.S. economic sanctions laws and regulations that prohibit the shipment of certain products and services without the required export authorizations or export to countries, governments, and persons targeted by U.S. sanctions. Under current U.S. export restrictions, our products may not be sold in certain jurisdictions in which certain of our non-U.S. based customers have operations. As a result, such customers may choose to use solutions other than ours. While we take precautions to prevent our products and services from being exported in violation of these laws, we cannot guarantee that the precautions we take will prevent violations of export control and sanctions laws. Violations of U.S. sanctions or export control laws can result in fines or penalties. In the event of criminal knowing and willful violations of these laws, fines and possible incarceration for responsible employees and managers could be imposed.

***If we lose the services of our founder and Chief Executive Officer or other members of our senior management team, we may not be able to execute our business strategy.***

Our success depends in a large part upon the continued service of our senior management team. In particular, our founder and Chief Executive Officer, Peter P. Gassner, is critical to our vision, strategic direction, culture, products and technology. We do not maintain key-man insurance for Mr. Gassner or any other member of our senior management team. We do not have employment agreements with members of our senior management team or other key personnel that require them to continue to work for us for any specified period and, therefore, they could terminate their employment with us at any time. The loss of our founder and Chief Executive Officer or one or more other members of our senior management team could have an adverse effect on our business.

***Our business could be adversely affected if our customers are not satisfied with the professional services provided by us or our partners, or with our technical support services.***

Our business depends on our ability to satisfy our customers, both with respect to our solutions and the professional services that are performed in connection with the implementation of our solutions. Professional services may be performed by us, by a third party, or by a combination of the two. If a customer is not satisfied with the quality of work performed by us or a third party or with the solutions delivered or professional services rendered, then we could incur additional costs to address the situation, we may be required to issue credits or refunds for pre-paid amounts related to unused services, the profitability of that work might be impaired and the customer's dissatisfaction with our services could damage our ability to expand the number of solutions subscribed to by that customer. Moreover, negative publicity related to our customer relationships, regardless of its accuracy, may further damage our business by affecting our ability to compete for new business with current and prospective customers.

Once our solutions are deployed, our customers depend on our support organization to resolve technical issues relating to our solutions. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for technical support services. Increased customer demand for our services, without corresponding revenues, could increase costs and adversely affect our operating results. In addition, our sales process is highly dependent on the reputation of our solutions and business and on positive recommendations from our existing customers. Any failure to maintain high-quality technical support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation, our ability to sell our solutions to existing and prospective customers and our business and operating results.

***Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand.***

Our success and ability to compete depend in part upon our intellectual property. As of January 31, 2018, we had filed applications for a number of patents, and we have 13 issued U.S. and two Japanese patents. We also rely on copyright, trade secret and trademark laws, trade secret protection and confidentiality or license agreements with our employees, customers, partners and others to protect our intellectual property rights. However, the steps we take to protect our intellectual property rights may be inadequate.

In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Negative publicity related to a decision by us to initiate such enforcement actions against a customer or former customer, regardless of its accuracy, may adversely impact our other customer relationships or prospective customer relationships, harm our brand and business and could cause the market price of our Class A common stock to decline. Our failure to secure, protect and enforce our intellectual property rights could adversely affect our brand and our business.

***Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value added or similar transactional taxes, and we could be subject to liability with respect to past or future sales, which could adversely affect our results of operations.***

We do not collect sales and use, value added and similar transactional taxes in all jurisdictions in which we have sales, based on our belief that such taxes are not applicable or that we are not required

to collect such taxes with respect to the jurisdiction. Sales and use, value added and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable, which could result in tax assessments, penalties and interest, and we may be required to collect such taxes in the future. Such tax assessments, penalties and interest or future requirements may adversely affect our results of operations. We believe that our financial statements reflect adequate reserves to cover such a contingency, but there can be no assurances in that regard.

***Unanticipated changes in our effective tax rate and additional tax liabilities, including as a result of our international operations or implementation of new tax rules, could harm our future results.***

We are subject to income taxes in the United States and various foreign jurisdictions (including Australia, Belgium, Brazil, Canada, China, France, Germany, Hungary, India, Israel, Italy, Japan, Mexico, Singapore, South Korea, Spain, Switzerland, Thailand, Ukraine, and the United Kingdom) and our domestic and international tax liabilities are subject to the allocation of expenses in differing jurisdictions and complex transfer pricing regulations administered by taxing authorities in various jurisdictions. Tax rates in the jurisdictions in which we operate may change as a result of factors outside of our control or relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. In addition, changes in tax and trade laws, treaties or regulations, or their interpretation or enforcement, have become more unpredictable and may become more stringent, which could materially adversely affect our tax position. Forecasting our estimated annual effective tax rate is complex and subject to uncertainty, and there may be material differences between our forecasted and actual tax rates. Our effective tax rate could be adversely affected by changes in the mix of earnings and losses in countries with differing statutory tax rates, certain non-deductible expenses, the valuation of deferred tax assets and liabilities, adjustments to income taxes upon finalization of tax returns, changes in available tax attributes, decision to repatriate non-U.S. earnings for which we have not previously provided for U.S. taxes, and changes in federal, state or international tax laws and accounting principles. Increases in our effective tax rate would reduce our profitability.

Our tax provision could also be impacted by changes in accounting principles and changes in U.S. federal and state or international tax laws applicable to multinational corporations. For example, the Tax Cuts and Jobs Act of 2017 (Tax Act) significantly changes how the U.S. Department of Treasury imposes income taxes on U.S. corporations. We made significant judgments and assumptions in the interpretation of this new law and in our calculations of the provisional amounts reflected in our financial statements. The U.S. Department of Treasury, the Internal Revenue Service (IRS), and other standard-setting bodies may issue guidance on how the provisions of the Tax Act will be applied or otherwise administered, and additional accounting guidance or interpretations may be issued in the future that is different from our current interpretation. As we further analyze the new law and collect relevant information to complete our computations of the related accounting impact, we may make adjustments to the provisional amounts that could materially affect our provision for income taxes in the period in which the adjustments are made.

In addition, other countries are considering fundamental tax law changes. Any changes in taxing jurisdictions' administrative interpretations, decisions, policies and positions could also impact our tax liabilities. The overall tax environment has made it increasingly challenging for multinational corporations to operate with certainty about taxation in many jurisdictions. The Organization for Economic Co-operation and Development, which represents a coalition of member countries, is supporting changes to numerous long-standing tax, including changes to the practice of shifting profits among affiliated entities located in different tax jurisdictions. The increasingly complex global tax environment could have a material adverse effect on our effective tax rate, results of operations, cash flows and financial condition.

Finally, we may be subject to income tax audits throughout the world. For example, we are currently under audit by the IRS for our income tax return for fiscal year ended January 31, 2015 and for our employment tax for calendar years 2015 and 2016. In connection with the employment tax audit, we have taken an expense of \$2.0 million for calendar years 2015, 2016, and 2017. Although, with the expense we have taken, we believe our income and payroll tax liabilities are reasonably estimated and accounted for in accordance with applicable laws and principles, an adverse resolution of one or more uncertain tax positions in any period could have a material impact on the results of operations for that period.

***Our solutions utilize open source software, and any failure to comply with the terms of one or more of these open source licenses could adversely affect our business.***

Our solutions include software covered by open source licenses. The terms of various open source licenses have not been interpreted by U.S. courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to market our solutions. By the terms of certain open source licenses, we could be required to release the source code of our proprietary software, and to make our proprietary software available under open source licenses, if we combine our proprietary software with open source software in a certain manner. In the event that portions of our proprietary software are determined to be subject to an open source license, we could be required to publicly release the affected portions of our source code, re-engineer all or a portion of our solutions, or otherwise be limited in the licensing of our solutions, each of which could reduce or eliminate the value of our solutions and services. In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or controls on the origin of the software. Many of the risks associated with usage of open source software cannot be eliminated and could adversely affect our business.

***Our estimate of the market size for our solutions we have provided publicly may prove to be inaccurate, and even if the market size is accurate, we cannot assure you our business will serve a significant portion of the market.***

Our estimate of the market size for our solutions that we have provided publicly, sometimes referred to as total addressable market (TAM), is subject to significant uncertainty and is based on assumptions and estimates, including our internal analysis and industry experience, which may not prove to be accurate. These estimates are, in part, based upon the size of the general application areas in which our solutions are targeted. Our ability to serve a significant portion of this estimated market is subject to many factors, including our success in implementing our business strategy, which is subject to many risks and uncertainties. For example, in order to address the entire TAM we have identified, we must continue to enhance and add functionality to our existing solutions and introduce new solutions. Accordingly, even if our estimate of the market size is accurate, we cannot assure you that our business will serve a significant portion of this estimated market for our solutions.

***Currency exchange fluctuations may negatively impact our financial results.***

Some of our international agreements provide for payment denominated in local currencies, and the majority of our local costs are denominated in local currencies. As we continue to expand our operations in countries outside the United States, an increasing proportion of our revenues and expenditures in the future may be denominated in foreign currencies. Fluctuations in the value of the U.S. dollar versus foreign currencies may impact our operating results when translated into U.S. dollars. Thus, our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, British Pound Sterling, Japanese Yen, and Chinese Yuan, and may be adversely affected in the future due to changes in foreign currency exchange rates. Changes in exchange rates may negatively affect our revenues and other

operating results as expressed in U.S. dollars in the future. Further, we have experienced and will continue to experience fluctuations in our net income as a result of transaction gains or losses related to revaluing certain current asset and current liability balances that are denominated in currencies other than the functional currency of the entities in which they are recorded.

We initiated a program during our fiscal year ended January 31, 2018 to engage in the hedging of our foreign currency transactions and may, in the future, hedge selected significant transactions or net monetary exposure positions denominated in currencies other than the U.S. dollar. The use of such hedging activities may not offset any or more than a portion of the adverse financial effects of unfavorable movements in foreign exchange rates over the limited time the hedges are in place. Moreover, the use of hedging instruments may introduce additional risks if we are unable to structure effective hedges with such instruments.

***If we are unable to implement and maintain effective internal controls over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our Class A common stock could be adversely affected.***

As a public company, we are required to maintain internal controls over financial reporting and to report any material weaknesses in such internal controls. Section 404 of the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley Act) requires that we evaluate and determine the effectiveness of our internal controls over financial reporting and provide a management report on internal controls over financial reporting. The Sarbanes-Oxley Act also requires that our management report on internal controls over financial reporting be attested to by our independent registered public accounting firm.

Many of the internal controls we have implemented pursuant to the Sarbanes-Oxley Act are process controls with respect to which a material weakness may be found whether or not any error has been identified in our reported financial statements. This may be confusing to investors and result in damage to our reputation, which may harm our business. Additionally, the proper design and assessment of internal controls over financial reporting are subject to varying interpretations, and, as a result, application in practice may evolve over time as new guidance is provided by regulatory and governing bodies and as common practices evolve. This could result in continuing uncertainty regarding the proper design and assessment of internal controls over financial reporting and higher costs necessitated by ongoing revisions to internal controls.

We must continue to monitor and assess our internal control over financial reporting. If in the future we have any material weaknesses, we may not detect errors on a timely basis and our financial statements may be materially misstated. Additionally, if in the future we are unable to comply with the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner, are unable to assert that our internal controls over financial reporting are effective, identify material weaknesses in our internal controls over financial reporting, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal controls over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our Class A common stock could be adversely affected, and we could become subject to investigations by the stock exchange on which our securities are listed, the SEC, or other regulatory authorities, which could require additional financial and management resources.

***If we fail to develop widespread brand awareness cost-effectively, our business may suffer.***

We believe that developing and maintaining widespread awareness of our brand in a cost-effective manner is critical to achieving widespread acceptance of our solutions, attracting new customers, and generating and maintaining profitability. Currently, our brand may be less recognized by the key decision makers at the potential customers for our more recently announced solutions, including Veeva Vault CTMS, Veeva Vault EDC, and our solutions for companies in industries other than life sciences.



Brand promotion activities may not generate customer awareness or increase revenues, and even if they do, any increase in revenues may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand, or incur substantial expenses attempting to promote and maintain our brand, we may fail to attract or retain customers necessary to realize a sufficient return on our brand-building efforts or to achieve the widespread brand awareness that is critical for broad customer adoption of our solutions.

***If the demand for cloud-based solutions declines, particularly in the life sciences industry, our revenues could decrease and our business could be adversely affected.***

The continued expansion of cloud-based solutions, particularly in the life sciences industry, depends on a number of factors, including the cost, performance and perceived value associated with cloud-based solutions, as well as the ability of providers of cloud-based solutions to address and maintain security, privacy and unique regulatory requirements or concerns. If we or other cloud-based solution providers experience security incidents, loss of customer data, disruptions in delivery or other problems, the market for cloud-based solutions in the life sciences industry, including our solutions, may be adversely affected. If cloud-based solutions do not continue to achieve more widespread adoption in the life sciences industry, or there is a reduction in demand for cloud-based solutions, our revenues could decrease and our business could be adversely affected.

**Risks Related to Our Class A Common Stock**

***Our Class A common stock price has been and will likely continue to be volatile.***

The trading price of our Class A common stock has been and will likely continue to be volatile for the foreseeable future. In addition, the trading prices of the securities of technology companies have been highly volatile. Accordingly, the market price of our Class A common stock is likely to be subject to wide fluctuations in response to numerous factors, many of which are beyond our control. In addition to those risks described in this “Risk Factors” section, other factors could impact the value of our common stock, including:

- fluctuations in the valuation of companies perceived by investors to be comparable to us, such as high-growth or cloud companies, or in valuation metrics, such as our price to revenues ratio;
- overall performance of the stock market;
- changes in our financial, operating or other metrics, regardless of whether we consider those metrics as reflective of the current state or long-term prospects of our business, and how those results compare to securities analyst expectations, including whether those results fail to meet, exceed, or significantly exceed securities analyst expectations;
- changes in the forward-looking estimates of our financial, operating, or other metrics, how those estimates compare to securities analyst expectations, or changes in recommendations by securities analysts that follow our Class A common stock;
- announcements of customer additions and customer cancellations or delays in customer purchases;
- the net increase in the number of customers, either independently or as compared to published expectations of industry, financial or other analysts that cover us;
- announcements by us or by our competitors of technological innovations, new solutions, enhancements to services, strategic alliances or significant agreements;
- announcements by us or by our competitors of mergers or other strategic acquisitions or rumors of such transactions involving us or our competitors;
- the economy as a whole and market conditions within our industry and the industries of our customers;

- macroeconomic and geopolitical factors and instability and volatility in the global financial markets;
- trading activity by directors, executive officers and significant stockholders, or the perception in the market that the holders of a large number of shares intend to sell their shares;
- the operating performance and market value of other comparable companies;
- changes in legislation relating to our existing or future solutions; and
- any other factors discussed herein.

In addition, if the market for technology stocks or the stock market in general experiences uneven investor confidence, the market price of our Class A common stock could decline for reasons unrelated to our business, operating results or financial condition. The market price of our Class A common stock might also decline in reaction to events that affect other companies within, or outside, our industry even if these events do not directly affect us. Some companies that have experienced volatility in the trading price of their stock have been the subject of securities class action litigation. If we are the subject of such litigation, it could result in substantial costs and a diversion of our management's attention and resources.

***The dual class structure of our common stock has the effect of concentrating voting control with certain individuals and their affiliates, which will limit or preclude the ability of our investors to influence corporate matters and could depress the market value of our Class A common stock.***

Our Class B common stock has ten votes per share, and our Class A common stock has one vote per share. As of January 31, 2018, stockholders who hold shares of Class B common stock, including our executive officers and directors and their affiliates, together hold approximately 67.9% of the voting power of our outstanding capital stock. Because of the ten-to-one voting ratio between our Class B common stock and Class A common stock, the holders of our Class B common stock collectively control a substantial majority of the combined voting power of our common stock and, assuming no material sales of such shares, will be able to control all matters submitted to our stockholders for approval until October 15, 2023, including the election of directors, amendments of our organizational documents and any merger, consolidation, sale of all or substantially all of our assets or other major corporate transaction. This concentrated control will limit or preclude our investors' ability to influence corporate matters for the foreseeable future. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock or may adversely affect the market price of our Class A common stock.

Future transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes. The conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. If, for example, our executive officers (including our Chief Executive Officer), employees, directors and their affiliates retain a significant portion of their holdings of Class B common stock for an extended period of time, they could, in the future, continue to control a majority of the combined voting power of our Class A common stock and Class B common stock.

In addition, S&P Dow Jones and FTSE Russell have recently announced changes to their eligibility criteria for inclusion of shares of public companies with multiple classes of stock on certain indices, including the S&P 500. While this has not affected the inclusion of Veeva's Class A common stock in these indices to date, eligibility criteria of these indices and others may change in the future. In addition, several shareholder advisory firms have announced their opposition to the use of multiple

class structures. As a result, the dual class structure of our common stock may prevent the inclusion of our Class A common stock in such indices and may cause shareholder advisory firms to publish negative commentary about our corporate governance practices or otherwise seek to cause us to change our capital structure. Any such exclusion from indices could result in a less active trading market for our Class A common stock. Any actions or publications by shareholder advisory firms critical of our corporate governance practices or capital structure could also adversely affect the value of our Class A common stock.

***We have broad discretion in the use of our cash balances and may not use them effectively.***

We have broad discretion in the use of our cash balances and may not use them effectively. The failure by our management to apply these funds effectively could adversely affect our business and financial condition. Pending their use, we may invest our cash balances in a manner that does not produce income or that loses value. Our investments may not yield a favorable return to our investors and may negatively impact the price of our Class A common stock.

***We do not intend to pay dividends on our capital stock for the foreseeable future, so any returns will be limited to changes in the value of our Class A common stock.***

We have never declared or paid any cash dividends on our capital stock. We currently anticipate that we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future. In addition, our ability to pay cash dividends on our capital stock may be prohibited or limited by the terms of any future debt financing arrangement. Any return to stockholders will therefore be limited to the increase, if any, of the price of our Class A common stock.

***Future sales and issuances of our common stock or rights to purchase common stock, including pursuant to our equity incentive plans, could result in additional dilution of the percentage ownership of our stockholders and could cause the stock price of our Class A common stock to decline.***

In the future, we may sell common stock, convertible securities or other equity securities in one or more transactions at prices and in a manner we determine from time to time. We expect to issue securities to employees and directors pursuant to our equity incentive plans. If we sell common stock, convertible securities or other equity securities in subsequent transactions, or common stock is issued pursuant to equity incentive plans, our investors may be materially diluted. New investors in such subsequent transactions could gain rights, preferences and privileges senior to those of holders of our common stock, including our Class A common.

***Sales of a substantial number of shares of our common stock in the public market, or the perception that they might occur, could cause the price of our Class A common stock to decline.***

Sales of a substantial number of shares of our Class A common stock in the public market, or the perception that these sales might occur, could cause the market price of our Class A common stock to decline or make it more difficult for you to sell your common stock at a time and price that you deem appropriate and could impair our ability to raise capital through the sale of additional equity securities. We are unable to predict the effect that sales, or the perception that our shares may be available for sale, will have on the prevailing market price of our Class A common stock.

In addition, as of January 31, 2018, we had options outstanding that, if exercised, would result in the issuance of additional shares of Class A or Class B common stock. Our Class B common stock converts into Class A common stock on a one-for-one basis. As of January 31, 2018, we had restricted

stock units outstanding which may vest in the future and result in the issuance of additional shares of Class A common stock. Our unexercised stock options and unvested restricted stock units, as of January 31, 2018, are described in note 8 of the notes to our consolidated financial statements. All of the shares of Class A common stock issuable upon the exercise of options (or upon conversion of shares of Class B common stock issued upon the exercise of options) or upon the vesting of restricted stock units have been registered for public resale under the Securities Act of 1933, as amended, or the Securities Act. Accordingly, these shares will be able to be freely sold in the public market upon issuance as permitted by any applicable vesting requirements.

***If securities or industry analysts publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.***

The trading market for our Class A common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, our Class A common stock price may decline.

***Provisions in our restated certificate of incorporation and amended and restated bylaws and Delaware law might discourage, delay or prevent a change in control of our company or changes in our management and, therefore, depress the market price of our Class A common stock.***

Our restated certificate of incorporation and amended and restated bylaws contain provisions that could depress the market price of our Class A common stock by acting to discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions among other things:

- establish a classified board of directors so that not all members of our board are elected at one time;
- provide for a dual class common stock structure, which gives our Chief Executive Officer, directors, executive officers, greater than 5% stockholders and their respective affiliates the ability to control the outcome of all matters requiring stockholder approval, even if they own significantly less than a majority of the shares of our outstanding Class A and Class B common stock;
- permit the board of directors to establish the number of directors;
- provide that directors may only be removed “for cause” and only with the approval of 66 2/3% of our stockholders;
- require super-majority voting to amend some provisions in our restated certificate of incorporation and amended and restated bylaws;
- authorize the issuance of “blank check” preferred stock that our board of directors could use to implement a stockholder rights plan;
- eliminate the ability of our stockholders to call special meetings of stockholders;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that the board of directors is expressly authorized to make, alter or repeal our amended and restated bylaws; and
- establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

In addition, Section 203 of the Delaware General Corporation Law may discourage, delay or prevent a change in control of our company. Section 203 imposes certain restrictions on merger, business combinations and other transactions between us and holders of 15% or more of our common stock.

***Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.***

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law or any action asserting a claim against us that is governed by the internal affairs doctrine. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees and may discourage these types of lawsuits. Alternatively, if a court were to find the choice of forum provision contained in our certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, operating results, and financial condition.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2. PROPERTIES**

We own our Pleasanton, California corporate headquarters, which currently accommodates our principal executive, development, engineering, marketing, business development, employee success, finance, legal, information technology and administrative activities. We expect that our corporate headquarters will support the overall growth of our business for the near term.

We also lease offices in San Francisco and San Carlos, California; Princeton, New Jersey; New York, New York; Hilliard, Ohio; Fort Washington and Radnor, Pennsylvania; Australia; Brazil; Canada; China; France; Germany; Hungary; India Japan; Korea; Mexico; Singapore; Spain; Thailand; Ukraine and the United Kingdom. We expect to expand our facilities capacity in certain field locations during our fiscal year ending January 31, 2019. We may further expand our facilities capacity after January 31, 2019 as our employee base grows. We believe that we will be able to obtain additional space on commercially reasonable terms.

#### **ITEM 3. LEGAL PROCEEDINGS**

From time to time, we may be involved in legal proceedings and subject to claims incident to the ordinary course of business. For information regarding certain current legal proceedings, see note 11 of the notes to our consolidated financial statements, which is incorporated herein by reference.

##### *California Non-Compete Matter.*

On July 17, 2017, we filed a complaint in the Superior Court of the State of California in the County of Alameda against Medidata, QuintilesIMS, and Sparta Systems, Inc. (*Veeva Systems Inc. v. Medidata Solutions, Inc., Quintiles IMS Incorporated, IMS Software Services, LTD., and Sparta Systems, Inc.*, Case No. RG17868081.) Our Complaint seeks declaratory and injunctive relief concerning the use of non-compete, confidentiality, and non-disparagement agreements by these

companies. On January 4, 2018, we filed a First Amended Complaint. All the defendants have moved to dismiss Veeva's First Amended Complaint (termed a "demurrer" in state court). Medidata and Sparta have also filed anti-SLAPP motions under California law alleging their conduct is protected by the First Amendment. The Court is scheduled to hear motions on June 20, 2018. Discovery is currently stayed.

Although the results of legal proceedings and claims cannot be predicted with certainty, we believe we are not currently a party to any other legal proceedings, the outcome of which, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, cash flows, or financial position. Regardless of the outcome, such proceedings can have an adverse impact on us because of defense and settlement costs, diversion of resources and other factors, and there can be no assurances that favorable outcomes will be obtained.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II.

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Price of Class A Common Stock

Our Class A common stock is listed on the New York Stock Exchange under the symbol "VEEV."

The following table sets forth for the indicated periods the high and low closing sales prices of our Class A common stock as reported by the New York Stock Exchange.

	High	Low
Fiscal year ended January 31, 2018		
First quarter	\$53.62	\$42.46
Second quarter	\$66.82	\$54.01
Third quarter	\$65.57	\$54.35
Fourth quarter	\$62.97	\$54.00
Fiscal year ended January 31, 2017		
First quarter	\$27.65	\$20.61
Second quarter	\$37.99	\$26.71
Third quarter	\$42.06	\$37.31
Fourth quarter	\$47.36	\$37.54

There is no public trading market for our Class B common stock.

#### Dividend Policy

We have never declared or paid cash dividends on our capital stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any cash dividends in the foreseeable future. Any future determination to declare cash dividends will be made at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors may deem relevant.

#### Stockholders

As of January 31, 2018, we had 14 holders of record of our Class A common stock and 63 holders of record of our Class B common stock. The actual number of holders of Class A common stock is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

#### Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

#### Recent Sales of Unregistered Securities

None.

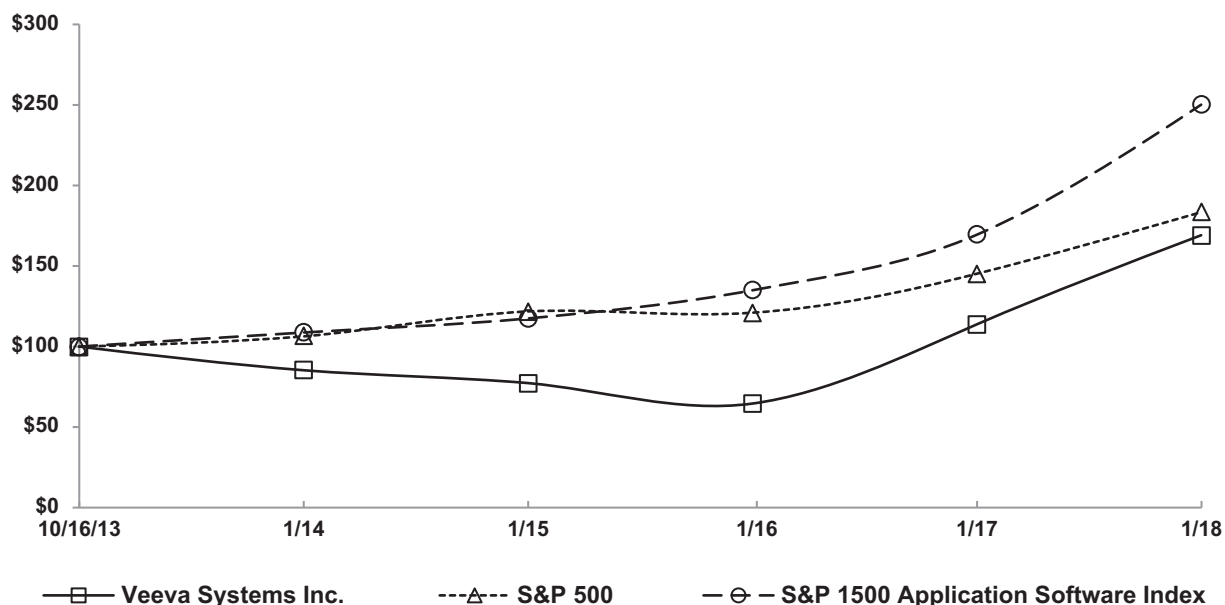
## Stock Performance Graph

This performance graph shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or incorporated by reference into any of our other filings under the Exchange Act or the Securities Act except to the extent we specifically incorporate it by reference into such filing.

This chart compares the cumulative total return on our common stock with that of the S&P 500 Index and the S&P 1500 Application Software Index. The chart assumes \$100 was invested at the close of market on October 16, 2013, which was our initial trading day, in the Class A common stock of Veeva Systems Inc., the S&P 500 Index and the S&P 1500 Application Software Index, and assumes the reinvestment of any dividends. Our offering price of our Class A common stock in our IPO, which had a closing stock price of \$37.16 on October 16, 2013, was \$20.00 per share. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

### COMPARISON OF 51 MONTH CUMULATIVE TOTAL RETURN\*

Among Veeva System Inc., the S&P 500 Index  
and S&P 1500 Application Software Index



\* \$100 invested on 10/16/13 in stock or 9/30/13 in index, including reinvestment of dividends. Fiscal year ending January 31.

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	10/16/2013	1/31/2014	1/31/2015	1/31/2016	1/31/2017	1/31/2018
Veeva Systems Inc.	100.00	85.55	77.40	64.85	113.91	169.16
S&P 500	100.00	106.69	121.87	121.06	145.32	183.70
S&P 1500 Application Software Index	100.00	109.00	117.65	135.26	169.77	250.55



## ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

The following selected consolidated financial data should be read in conjunction with our audited consolidated financial statements and related notes thereto and with Management's Discussion and Analysis of Financial Condition and Results of Operations, which are included elsewhere in this Form 10-K. The consolidated statement of income data for our fiscal years ended January 31, 2018, 2017 and 2016, and the selected consolidated balance sheet data as of January 31, 2018 and 2017 are derived from, and are qualified by reference to, the audited consolidated financial statements and are included in this Form 10-K. The consolidated statement of income data for fiscal years ended January 31, 2015 and 2014 and the consolidated balance sheet data as of January 31, 2016, 2015 and 2014 are derived from audited consolidated financial statements which, are not included in this Form 10-K. Our historical results are not necessarily indicative of our future results. The selected consolidated financial data in this section are not intended to replace our consolidated financial statements and the related notes, and are qualified in their entirety by the consolidated financial statements and related notes included elsewhere in this Form 10-K.

	Fiscal Year Ended January 31,				
	2018	2017	2016	2015	2014
(in thousands, except share data)					
<b>Consolidated Statements of Income Data:</b>					
Revenues:					
Subscription services	\$554,446	\$434,316	\$316,314	\$233,063	\$146,621
Professional services and other	131,125	109,727	92,907	80,159	63,530
Total revenues	<u>685,571</u>	<u>544,043</u>	<u>409,221</u>	<u>313,222</u>	<u>210,151</u>
Cost of revenues(1):					
Cost of subscription services	110,465	94,386	71,180	55,005	36,199
Cost of professional services and other	100,974	79,295	71,034	60,653	46,403
Total cost of revenues	<u>211,439</u>	<u>173,681</u>	<u>142,214</u>	<u>115,658</u>	<u>82,602</u>
Gross profit	<u>474,132</u>	<u>370,362</u>	<u>267,007</u>	<u>197,564</u>	<u>127,549</u>
Operating expenses(1):					
Research and development	132,051	96,750	65,976	41,156	26,327
Sales and marketing	130,898	116,803	80,984	56,203	41,507
General and administrative	60,391	48,841	41,458	30,239	20,411
Total operating expenses	<u>323,340</u>	<u>262,394</u>	<u>188,418</u>	<u>127,598</u>	<u>88,245</u>
Operating income	150,792	107,968	78,589	69,966	39,304
Other income (expense), net	7,842	1,667	28	(2,780)	(804)
Income before income taxes	158,634	109,635	78,617	67,186	38,500
Provision for income taxes	16,668	40,831	24,157	26,803	14,885
Net income	<u>\$141,966</u>	<u>\$ 68,804</u>	<u>\$ 54,460</u>	<u>\$ 40,383</u>	<u>\$ 23,615</u>
<b>Net income attributable to Class A and Class B common stockholders, basic and diluted</b>	<u>\$141,966</u>	<u>\$ 68,801</u>	<u>\$ 54,413</u>	<u>\$ 40,138</u>	<u>\$ 10,405</u>
<b>Net income per share attributable to Class A and Class B common stockholders:</b>					
<b>Basic</b>	<u>\$ 1.01</u>	<u>\$ 0.51</u>	<u>\$ 0.41</u>	<u>\$ 0.31</u>	<u>\$ 0.20</u>
<b>Diluted</b>	<u>\$ 0.92</u>	<u>\$ 0.47</u>	<u>\$ 0.38</u>	<u>\$ 0.28</u>	<u>\$ 0.15</u>
<b>Weighted-average shares used to compute earnings per share attributable to Class A and Class B common stockholders:</b>					
<b>Basic</b>	<u>140,311</u>	<u>135,698</u>	<u>132,020</u>	<u>127,713</u>	<u>51,725</u>
<b>Diluted</b>	<u>153,681</u>	<u>147,578</u>	<u>144,977</u>	<u>144,204</u>	<u>68,024</u>

(1) Includes stock-based compensation as follows:

Cost of revenues:					
Cost of subscription services	\$ 1,448	\$ 1,109	\$ 563	\$ 273	\$ 118
Cost of professional services and other	8,476	6,002	3,858	2,272	902
Research and development	17,782	11,937	7,249	3,844	1,700
Sales and marketing	16,288	13,271	6,861	3,221	1,788
General and administrative	10,055	8,479	5,727	4,715	2,442
Total stock-based compensation	<u>\$54,049</u>	<u>\$40,798</u>	<u>\$24,258</u>	<u>\$14,325</u>	<u>\$6,950</u>

	As of January 31,				
	2018	2017	2016	2015	2014
	(in thousands)				
<b>Consolidated Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 320,183	\$217,606	\$132,179	\$129,253	\$262,507
Short-term investments	441,779	301,266	214,024	268,620	25,625
Working capital	693,460	465,081	314,685	366,314	267,115
Total assets	1,197,008	917,376	705,799	544,890	370,308
Deferred revenue	275,446	213,562	157,419	112,960	67,380
Additional paid-in capital	515,272	439,658	361,691	317,881	231,534
Total stockholders' equity	871,527	652,654	505,249	406,833	280,096

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our "Selected Consolidated Financial Data" and our consolidated financial statements and notes thereto appearing elsewhere in this Form 10-K. In addition to historical consolidated financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results could differ materially from those anticipated by these forward-looking statements as a result of many factors. We discuss factors that we believe could cause or contribute to these differences below and elsewhere in this Form 10-K, including those set forth under "Risk Factors" and "Special Note Regarding Forward-Looking Statements."*

### Overview

Veeva is a leading provider of industry cloud solutions for the global life sciences industry. We were founded in 2007 on the premise that industry-specific cloud solutions could best address the operating challenges and regulatory requirements of life sciences companies. Our products are designed to meet the unique needs of our customers and their most strategic business functions — from R&D to commercialization. Our products address a broad range of needs — including multichannel CRM, content management, master data management, and data regarding healthcare professionals and organizations — and are designed to help life sciences companies bring products to market faster and more efficiently, market and sell more effectively, and maintain compliance with government regulations.

Veeva Commercial Cloud, and in particular Veeva CRM, has made up the vast majority of our revenue historically. In our fiscal year ended January 31, 2018, we derived approximately 64% of our subscription services revenues and 61% of our total revenues from our Veeva Commercial Cloud solutions. The contribution of subscription services revenues and total revenues associated with our Veeva Vault solutions are expected to increase as a percentage of subscription services revenues and total revenues going forward. However, as compared to Veeva CRM, we have less experience selling certain applications within Veeva Vault and Veeva Commercial Cloud. We are also extending certain of our solutions to outside the life sciences industry in North America and Europe. Although certain of our Veeva Vault applications have begun to achieve meaningful market acceptance within the life sciences industry, to the extent that our more recently introduced solutions do not continue to achieve significant market acceptance, our business and results of operations may be adversely affected.

For our fiscal years ended January 31, 2018, 2017 and 2016, our total revenues were \$685.6 million, \$544.0 million and \$409.2 million, respectively, representing year-over-year growth in total revenues of 26% in fiscal year ended January 31, 2018 and 33% in fiscal year ended January 31, 2017. For our fiscal years ended January 31, 2018, 2017 and 2016, our subscription services revenues were \$554.4 million, \$434.3 million and \$316.3 million, respectively, representing year-over-year growth in subscription services revenues of 28% in fiscal year ended January 31, 2018 and 37% in fiscal year ended January 31, 2017. We expect the growth rate of our total revenues and subscription services revenues to decline in future periods. We generated net income of \$142.0 million, \$68.8 million and \$54.5 million for our fiscal years ended January 31, 2018, 2017 and 2016, respectively.

As of January 31, 2018, 2017 and 2016, we served 625, 517, and 400 customers, respectively. As of January 31, 2018 and 2017, we had 311 and 270 Veeva Commercial Cloud customers, respectively, and 449 and 334 Veeva Vault customers, respectively. The combined customer counts for Veeva Commercial Cloud and Veeva Vault exceed the total customer count in each year because some customers subscribe to products in both areas. Veeva Commercial Cloud customers are those

customers that have at least one of our Commercial Cloud products. Veeva Vault customers are those customers that have at least one Vault product. Many of our Veeva Vault applications are used by smaller, earlier stage pre-commercial companies, some of which may not reach the commercialization stage. Thus, the potential number of Veeva Vault customers is significantly higher than the potential number of Veeva Commercial Cloud customers.

Additionally, in September 2015, we completed our acquisition of the companies referred to as “Zinc Ahead” in an all-cash transaction. We continue to convert the end users of the Zinc Ahead solutions to our Vault PromoMats application. However, we may not retain and convert existing Zinc Ahead customers to our Vault PromoMats application to the extent we previously planned, which could adversely affect our business. Customers who elect to continue their use of Zinc Ahead’s Zinc MAPS product will be supported through at least 2020.

For a further description of our business and products, see “Business” above.

### **New Revenue Recognition Standard Under Topic 606**

Our results of operations below are presented under Topic 605. Our expectations for revenues, cost of revenues, and operating expenses for our fiscal year ending January 31, 2019 are based on Topic 606. Refer to note 1 of the notes to our consolidated financial statements included elsewhere in this Form 10-K for details regarding Topic 606, including adjusted amounts for historical periods.

### **Key Factors Affecting Our Performance**

**Investment in Growth.** We have invested and intend to continue to invest aggressively in expanding the breadth and depth of our product portfolio. We expect to continue to invest in research and development, to expand existing solutions and build new solutions; in sales and marketing, to promote our solutions to new and existing customers and in existing and expanded geographies and industries; in professional services to ensure the success of our customers’ implementations of our solutions; and in other operational and administrative functions to support our expected growth. We anticipate that our headcount will increase as a result of these investments. We also expect our total operating expenses will continue to increase over time, which could have a negative impact on our operating margin.

**Adoption of Our Solutions by Existing and New Customers.** Most of our customers initially deploy our solutions to a limited number of end users within a division or geography and may only initially deploy a limited set of our available solutions. Our future growth is dependent upon our existing customers’ continued success and their renewals of subscriptions to our solutions, expanded deployment of our solutions within their organizations, and their purchase of subscriptions to additional solutions. Our growth is also dependent on the adoption of our solutions by new customers.

**Subscription Services Revenue Retention Rate.** A key factor to our success is the renewal and expansion of our existing subscription agreements with our customers. We calculate our annual subscription services revenue retention rate for a particular fiscal year by dividing (i) annualized subscription revenue as of the last day of that fiscal year from those customers that were also customers as of the last day of the prior fiscal year by (ii) the annualized subscription revenue from all customers as of the last day of the prior fiscal year. Annualized subscription revenue is calculated by multiplying the daily subscription revenue recognized on the last day of the fiscal year by 365. This calculation includes the impact on our revenues from customer non-renewals, expanded deployment of our solutions within their organizations, deployments of additional solutions or discontinued use of solutions by our customers, and price changes for our solutions. Historically, the impact of price changes on our subscription services revenue retention rate has been minimal. For our fiscal years ended January 31, 2018, 2017 and 2016, our subscription services revenue retention rate was 121%, 127% and 125%, respectively.

## Components of Results of Operations

### *Revenues*

We derive our revenues primarily from subscription services fees and professional services fees. Subscription services revenues consist of fees from customers accessing our cloud-based software solutions and subscription or license fees for our data solutions. We have included such on-going maintenance and hosting fees in our subscription services revenues. Professional services and other revenues consist primarily of fees from implementation services, configuration, data services, training and managed services related to our solutions. For our fiscal year ended January 31, 2018, subscription services revenues constituted 81% of total revenues and professional services and other revenues constituted 19% of total revenues.

We enter into master subscription agreements with our customers and count each distinct master subscription agreement that has not been terminated or expired and that has orders for which we have recognized revenue in the quarter as a distinct customer for purposes of determining our total number of current customers as of the end of that quarter. We generally enter into a single master subscription agreement with each customer, although in some instances, affiliated legal entities within the same corporate family may enter into separate master subscription agreements. Divisions, subsidiaries and operating units of our customers often place distinct orders for our subscription services under the same master subscription agreement, and we do not count such distinct orders as new customers for purposes of determining our total customer count. With respect to data services customers that have not purchased one of our software solutions, we count as a distinct customer the party with a master subscription agreement and that has a known and recurring payment obligation. For purposes of determining our total customer count, we count each entity that uses a legacy Zinc Ahead product as a distinct customer if such entity is not otherwise a customer of ours.

New subscription orders typically have a one-year term and automatically renew unless notice of cancellation is provided in advance. If a customer adds end users or solutions to an existing order, such additional orders will generally be coterminous with the anniversary date of the initial order, and as a result, orders for additional end users or solutions will commonly have an initial term of less than one year. Subscription orders are generally billed at the beginning of the subscription commencement date in annual or quarterly increments. Because the term of orders for additional end users or solutions is commonly less than one year and payment terms may also be quarterly, the annualized value of such orders that we enter into with our customers will not be completely reflected in deferred revenue at any single point in time. We have also agreed from time to time, and may agree in the future, to allow customers to change the renewal dates of their orders to, for example, align more closely with a customer's annual budget process or to align with the renewal dates of other orders placed by other entities within the same corporate control group, or to change payment terms from annual to quarterly, or vice versa. Such changes typically result in an order of less than one year as necessary to align all orders to the desired renewal date and, thus, may result in a lesser increase to deferred revenue than if the adjustment had not occurred. Additionally, if a coterminous order of less than one year renews in the same fiscal year in which it was originally signed and has annual billing terms, the order will generate more deferred revenue in that fiscal year than the annual contract value of that order. Accordingly, we do not believe that changes on a quarterly basis in deferred revenue or calculated billings, a metric commonly cited by financial analysts that is the sum of the change in deferred revenue plus revenue, are accurate indicators of future revenues for any given period of time. Note that upon the adoption of Topic 606, the calculated billings metric will be the sum of the change in deferred revenue plus revenue minus the change in unbilled accounts receivable.

With respect to solutions other than Veeva CRM and particularly with respect to our Veeva Vault applications, we have entered into a number of orders with terms of up to five years. The fees associated with such orders are typically not based on the number of end-users and typically escalate over the term of such orders at a pre-agreed rate to account for, among other factors, implementation

and adoption timing and planned increased usage by the customer. Such multi-year orders are billed in annual or quarterly increments.

Subscription services revenues are recognized ratably over the order term beginning when the solution has been provisioned to the customer. Our subscription services agreements are generally non-cancelable during the term, although customers typically have the right to terminate their agreements for cause in the event of material breach. Subscription services revenues are affected primarily by the number of customers, the number of end users (or other subscription usage metric) at each customer that uses our solutions and the number of solutions subscribed to by each customer.

We utilize our own professional services personnel and, in certain cases, third-party subcontractors to perform our professional services engagements with customers. Our professional services engagements are primarily billed on a time and materials basis and revenues are typically recognized as the services are rendered. Certain professional services revenues are based on fixed fee arrangements and revenues are recognized based on the proportional performance method. In some cases, the terms of our time and materials and fixed fee arrangements may require that we defer the recognition of revenue until contractual conditions are met. In those circumstances, revenue recognition may be sporadic, based upon the achievement of such contractual conditions. Professional services revenues are affected primarily by our customers' demands for implementation services, configuration, data services, training and managed services in connection with our solutions.

### ***Cost of Revenues***

Cost of subscription services revenues for all of our solutions consists of expenses related to our computing infrastructure provided by third parties, including salesforce.com and Amazon Web Services, personnel related costs associated with hosting our subscription services and providing support, including our data stewards, operating lease expense associated with computer equipment and software and allocated overhead, amortization expense associated with capitalized internal-use software related to our subscription services and amortization expense associated with purchased intangibles related to our subscription services. Cost of subscription services revenues for Veeva CRM and certain of our multichannel customer relationship management applications includes fees paid to salesforce.com for our use of the Salesforce1 Platform and the associated hosting infrastructure and data center operations that are provided by salesforce.com. We intend to continue to invest additional resources in our subscription services to enhance our product offerings and increase our delivery capacity. We may add or expand computing infrastructure capacity in the future, migrate to new computing infrastructure service providers, and make additional investments in the availability and security of our solutions. For example, we are currently migrating our cloud computing infrastructure to Amazon Web Services and will be continuing this migration through our fiscal quarter ending July 31, 2019. This migration increased our cost of revenues in absolute dollars during the fiscal year ended January 31, 2018.

Cost of professional services and other revenues consists primarily of employee-related expenses associated with providing these services, including salaries, benefits and stock-based compensation expense, the cost of third-party subcontractors, travel costs and allocated overhead. The cost of providing professional services is significantly higher as a percentage of the related revenues than for our subscription services due to the direct labor costs and costs of third-party subcontractors.

### ***Operating Expenses***

We accumulate certain costs such as building depreciation, office rent, utilities and other facilities costs and allocate them across the various departments based on headcount. We refer to these costs as "allocated overhead."

*Research and Development.* Research and development expenses consist primarily of employee-related expenses, third-party consulting fees, hosted infrastructure costs, and allocated overhead, offset by any internal-use software development costs capitalized during the same period. We continue to focus our research and development efforts on adding new features and applications, increasing the functionality and enhancing the ease of use of our cloud-based applications.

*Sales and Marketing.* Sales and marketing expenses consist primarily of employee-related expenses, sales commissions, marketing program costs, amortization expense associated with purchased intangibles related to our customer contracts, customer relationships and brand, travel-related expenses and allocated overhead. Sales commissions and other program spend costs are expensed as incurred. Consequently, the recognition of this expense on our income statement generally precedes the recognition of the related revenue.

*General and Administrative.* General and administrative expenses consist of employee-related expenses for our executive, finance and accounting, legal, employee success, management information systems personnel and other administrative employees. In addition, general and administrative expenses include fees related to third-party legal counsel, fees related to third-party accounting, tax and audit services, other corporate expenses and allocated overhead.

#### ***Other Income, Net***

Other income, net consists primarily of transaction gains or losses on foreign currency, net of hedging costs, interest income and amortization of premiums paid on investments.

#### ***Provision for Income Taxes***

Provision for income taxes consists of federal and state income taxes in the United States and income taxes in certain foreign jurisdictions. See note 8 of the notes to our consolidated financial statements.

#### **New Accounting Pronouncements Adopted in Fiscal 2018**

Refer to note 1 of the notes to our consolidated financial statements for a full description of the recent accounting pronouncements adopted during the fiscal year ended January 31, 2018.

#### **Recent Accounting Pronouncements**

##### ***Stranded Tax Effects in AOCI***

In February 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-02, "Income Statement-Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." This update will allow reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017 (Tax Act).

ASU 2018-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those years. Early adoption is permitted, including adoption in any interim period for reporting periods for which financial statements have not yet been issued. We are currently evaluating the impact on our consolidated financial statements.

##### ***Intangibles and Goodwill***

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles — Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment," which eliminates Step 2 from the goodwill

impairment test. Under ASU 2017-04, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. Additionally, an entity should consider income tax effects from any tax-deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. ASU 2017-04 is effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019, and early adoption is permitted for impairment tests performed on testing dates after January 1, 2017. ASU 2017-04 is to be applied on a prospective basis. We are currently evaluating the timing of adoption and do not expect the adoption of ASU 2017-04 to have a material impact on our consolidated financial statements.

### ***Restricted Cash***

In November 2016, the FASB issued ASU 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force," which requires that amounts generally described as restricted cash or restricted cash equivalents be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. This standard is effective for our interim and annual reporting periods beginning after December 15, 2017 and we have elected not to early adopt. We do not anticipate this standard will have a material impact on our consolidated financial statements as we do not have any material restricted cash arrangements.

### ***Leases***

In February 2016, the FASB issued ASU 2016-02, "Leases," which requires that lease arrangements longer than 12 months result in an entity recognizing an asset and liability. The updated guidance is effective for interim and annual periods beginning after December 15, 2018, and early adoption is permitted. While we are currently evaluating the impact of the adoption of this standard on our consolidated financial statements, we currently anticipate that the adoption of this standard will have a material impact on our consolidated balance sheets. We do not expect to early adopt this accounting policy.

### ***Financial Instruments***

In January 2016, the FASB issued ASU 2016-01, "Financial Instruments." ASU 2016-01, among other things, requires equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income and clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. This standard is effective for our interim and annual reporting periods beginning after December 15, 2017 and we have elected not to early adopt. We currently do not expect this standard to impact deferred tax assets on our consolidated financial statements.

### **Tax Cuts and Jobs Act of 2017**

On December 22, 2017, the Tax Act was enacted into law and amended certain provisions of the Internal Revenue Code of 1986 (IRC). Amendments to the IRC, include, among others, a reduction of the corporate income tax rate from 35% to 21% effective January 1, 2018, a transition tax on accumulated foreign earnings (transition tax), the shift from a worldwide to a territorial tax regime, and a limitation on the deductibility of executive compensation under IRC Section 162(m). Accounting Standards Codification (ASC) 740, "Income Taxes" (Topic 740), requires us to recognize the effect of the Tax Act in the period of enactment, such as remeasuring our U.S. deferred tax assets and liabilities as well as reassessing the net realizability of our deferred tax assets and liabilities.



However, the SEC staff issued Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (SAB 118), which allows companies the ability to record provisional amounts during a measurement period not to extend more than one year beyond the Tax Act enactment date. Since the Tax Act was passed late in 2017 and further guidance and accounting interpretations are expected over the next 12 months, our provisional estimate on the effect of the Tax Act in our financial statements remains subject to change. We have considered the impact of the transition tax, and we expect to complete our analysis within the measurement period in accordance with SAB 118.

## Results of Operations

The following tables set forth selected consolidated statements of operations data and such data as a percentage of total revenues for each of the periods indicated:

	Fiscal Year Ended January 31,		
	2018	2017	2016
(in thousands)			
<b>Consolidated Statements of Comprehensive Income Data:</b>			
Revenues:			
Subscription services	\$554,446	\$434,316	\$316,314
Professional services and other	131,125	109,727	92,907
Total revenues	<u>685,571</u>	<u>544,043</u>	<u>409,221</u>
Cost of revenues(1):			
Cost of subscription services	110,465	94,386	71,180
Cost of professional services and other	100,974	79,295	71,034
Total cost of revenues	<u>211,439</u>	<u>173,681</u>	<u>142,214</u>
Gross profit	<u>474,132</u>	<u>370,362</u>	<u>267,007</u>
Operating expenses(1):			
Research and development	132,051	96,750	65,976
Sales and marketing	130,898	116,803	80,984
General and administrative	60,391	48,841	41,458
Total operating expenses	<u>323,340</u>	<u>262,394</u>	<u>188,418</u>
Operating income	150,792	107,968	78,589
Other income, net	<u>7,842</u>	<u>1,667</u>	<u>28</u>
Income before income taxes	158,634	109,635	78,617
Provision for income taxes	<u>16,668</u>	<u>40,831</u>	<u>24,157</u>
Net income	<u>\$141,966</u>	<u>\$ 68,804</u>	<u>\$ 54,460</u>

(1) Includes stock-based compensation as follows:

Cost of revenues:			
Cost of subscription services	\$ 1,448	\$ 1,109	\$ 563
Cost of professional services and other	8,476	6,002	3,858
Research and development	17,782	11,937	7,249
Sales and marketing	16,288	13,271	6,861
General and administrative	10,055	8,479	5,727
Total stock-based compensation	<u>\$54,049</u>	<u>\$40,798</u>	<u>\$24,258</u>

	Fiscal Year Ended January 31,		
	2018	2017	2016
<b>Consolidated Statements of Comprehensive Income Data:</b>			
Revenues:			
Subscription services	80.9%	79.8%	77.3%
Professional services and other	19.1	20.2	22.7
Total revenues	100.0	100.0	100.0
Cost of revenues:			
Cost of subscription services	16.1	17.3	17.4
Cost of professional services and other	14.7	14.6	17.4
Total cost of revenues	30.8	31.9	34.8
Gross profit	69.2	68.1	65.2
Operating expenses:			
Research and development	19.3	17.8	16.1
Sales and marketing	19.1	21.5	19.8
General and administrative	8.8	9.0	10.1
Total operating expenses	47.2	48.3	46.0
Operating income	22.0	19.8	19.2
Other income, net	1.1	0.3	—
Income before income taxes	23.1	20.1	19.2
Provision for income taxes	2.4	7.5	5.9
Net income	20.7%	12.6%	13.3%

## Revenues

	Fiscal Year Ended January 31,			2018 to 2017 % Change	2017 to 2016 % Change
	2018	2017	2016		
(dollar amounts in thousands)					
Revenues:					
Subscription services	\$554,446	\$434,316	\$316,314	28%	37%
Professional services and other	131,125	109,727	92,907	20	18
Total revenues	\$685,571	\$544,043	\$409,221	26	33
Percentage of revenues:					
Subscription services	81%	80%	77%		
Professional services and other	19	20	23		
Total revenues	100%	100%	100%		

### *Fiscal 2018 Compared to Fiscal 2017.*

Total revenues increased \$141.5 million, of which \$120.1 million was from growth in subscription services revenues. The increase in subscription services revenues consisted of \$71.6 million of subscription services revenue attributable to Veeva Vault solutions and \$48.5 million of subscription services revenue attributable to Veeva Commercial Cloud solutions. The geographic mix of subscription services revenues, which is primarily measured by the estimated location of end users or usage of our subscription services, was 54% from North America, 30% from Europe and other and 16% from Asia in fiscal year ended January 31, 2018 as compared to subscription services revenues of 53% from North America, 30% from Europe and other and 17% from Asia in fiscal year ended January 31, 2017.

Professional services and other revenues increased \$21.4 million. The increase in professional services revenues was due primarily to new customers requesting implementation and deployment related professional services and existing customers requesting professional services related to expanding deployments or the deployment of newly purchased solutions. The increase was primarily driven by the professional services revenues associated with our Veeva Vault solutions. The geographic mix of professional services and other revenues, as measured by the estimated location of the resources performing the services, was 60% from North America, 28% from Europe and other and 12% from Asia in fiscal years ended January 31, 2018 and 2017.

Subscription services revenues were 81% of total revenues for fiscal year ended January 31, 2018, compared to 80% of total revenues for fiscal year ended January 31, 2017, reflecting the faster growth rate of our subscription services revenues as compared to the growth rate of our professional services revenues. Existing customers that are expanding their deployment of an existing Veeva product often do not require the same level of professional services for such expansions as compared with the level required for new customers or implementations of new products by existing customers.

Over time, we expect the proportion of our total revenues from subscription services to increase.

*Fiscal 2017 Compared to Fiscal 2016.*

Total revenues increased \$134.8 million, of which \$118.0 million was from growth in subscription services revenues. The increase in subscription services revenue consisted of \$69.0 million of subscription services revenue attributable to Veeva Vault solutions, including the full year contribution from the acquired Zinc Ahead business, and \$49.0 million of subscription services revenue attributable to Veeva Commercial Cloud solutions. The geographic mix of subscription services revenues, which is primarily measured by the estimated location of end users or usage of our subscription services, was 53% from North America, 30% from Europe and other and 17% from Asia in fiscal year ended January 31, 2017 as compared to subscription services revenues of 53% from North America, 28% from Europe and other and 19% from Asia in fiscal year ended January 31, 2016.

Professional services and other revenues increased \$16.8 million. The increase in professional services revenues was due primarily to new customers requesting implementation and deployment related professional services and existing customers requesting professional services related to expanding deployments or the deployment of newly purchased solutions. The geographic mix of professional services and other revenues, as measured by the estimated location of the resources performing the services, was 60% from North America, 28% from Europe and other and 12% from Asia in fiscal year ended January 31, 2017 as compared to 62% from North America, 27% from Europe and other and 11% from Asia in fiscal year ended January 31, 2016.

Subscription services revenues were 80% of total revenues for fiscal year ended January 31, 2017, compared to 77% of total revenues for fiscal year ended January 31, 2016, reflecting the faster growth rate of our subscription services revenues as compared to the growth rate of our professional services and other revenues as our customers have expanded their use of our solutions across new divisions, new geographies, and new products.

## Costs and Expenses

	Fiscal Year Ended January 31,			2018 to 2017 % Change	2017 to 2016 % Change
	2018	2017	2016		
(dollar amounts in thousands)					
Cost of revenues:					
Cost of subscription services	\$110,465	\$ 94,386	\$ 71,180	17%	33%
Cost of professional services and other	100,974	79,295	71,034	27	12
Total cost of revenues	<u>\$211,439</u>	<u>\$173,681</u>	<u>\$142,214</u>	22	22
Gross margin percentage:					
Subscription services	80%	78%	77%		
Professional services and other	23	28	24		
Total gross margin percentage	<u>69%</u>	<u>68%</u>	<u>65%</u>		
Gross profit	\$474,132	\$370,362	\$267,007	28%	39%
Headcount (at period end)	783	623	512	26%	22%

*Fiscal 2018 Compared to Fiscal 2017.* Cost of revenues increased \$37.8 million, of which \$16.1 million was related to cost of subscription services. The increase in cost of subscription services was primarily due to an increase in the number of end users of our subscription services, which drove an increase of \$6.2 million in fees paid to salesforce.com and a \$3.8 million increase in computing infrastructure costs, and \$2.1 million in duplicative costs associated with the migration of our computing infrastructure. In addition, we had an 8% increase in the headcount of our subscription services team, which drove a \$2.9 million increase in employee compensation-related costs (includes an increase of \$0.3 million in stock-based compensation). We expect cost of subscription services revenues to increase in absolute dollars in the near term, as we renew existing orders and enter into new orders for our subscription services. In addition, we expect to continue to incur temporary duplicate infrastructure costs associated with the migration of our computing infrastructure through our fiscal quarter ending July 31, 2019 for our Veeva Vault applications, Veeva Network applications, and certain other Veeva Commercial Cloud applications to Amazon Web Services.

Cost of professional services and other revenues increased \$21.7 million, primarily due to a 33% increase in headcount of our professional services team, which drove a \$17.6 million increase in employee compensation-related costs (includes an increase of \$2.5 million in stock-based compensation). The increase in employee compensation-related costs is primarily driven by the increase in headcount during the period. In addition, we had an increase in third-party subcontractor costs of \$1.3 million. We expect cost of professional services and other revenues to increase in absolute dollars in the near term as we add personnel to our global professional services organization.

*Fiscal 2017 Compared to Fiscal 2016.* Cost of revenues increased \$31.5 million, of which \$23.2 million was related to cost of subscription services. The increase in cost of subscription services was primarily due to an increase in the number of users of our subscription services, which drove an increase of \$7.0 million in fees paid to salesforce.com, a \$4.7 million increase in third-party data center costs, and a \$3.3 million increase in costs primarily related to third party data stewards for KOL and OpenData products. In addition, we had a 40% increase in the headcount of our subscription services team, which drove a \$5.5 million increase in employee compensation-related costs (includes an increase of \$0.5 million in stock-based compensation and the full year impact of the headcount from the acquired Zinc Ahead business). We also had a \$1.6 million increase in amortization of purchased intangibles primarily as a result of the Zinc Ahead acquisition.

Cost of professional services and other revenues increased \$8.3 million, primarily due to a 15% increase in headcount of our professional services team, which drove a \$10.6 million increase in

employee compensation-related costs (includes an increase of \$2.2 million in stock-based compensation and the full year impact of the headcount from the acquired Zinc Ahead business). This increase was offset by a decrease of \$3.4 million in third-party subcontractor costs.

Gross profit as a percentage of total revenues for fiscal years ended January 31, 2018, 2017 and 2016 was 69%, 68% and 65%, respectively. The increases compared to the prior periods is largely due to an increase in the proportion of total revenues attributable to subscription services revenues, which have higher gross margins, as compared to professional services and other revenues, as well as the continued growth of our Veeva Vault, Veeva Network master data management solutions, and our newer multichannel CRM applications that compliment Veeva CRM, all of which have slightly higher subscription services gross margins than our core Veeva CRM application. We expect gross margin to slightly increase in the fiscal year ending January 31, 2019 due to the growth of our Vault products, which have a higher gross margin profile relative to our core CRM product.

### Operating Expenses and Operating Margin

Operating expenses include research and development, sales and marketing and general and administrative expenses. As we continue to invest in our growth through hiring, we expect operating expenses to increase in absolute dollars and slightly as a percentage of revenue in the near term.

#### Research and Development

	Fiscal Year Ended January 31,			2018 to 2017 % Change	2017 to 2016 % Change
	2018	2017	2016		
	(dollar amounts in thousands)				
Research and development	\$132,051	\$96,750	\$65,976	36%	47%
Percentage of total revenues	19%	18%	16%		
Headcount (at period end)	753	607	480	24%	26%

*Fiscal 2018 Compared to Fiscal 2017.* Research and development expenses increased \$35.3 million, primarily due to a 24% increase in headcount during the period, which drove an increase of \$30.9 million in employee compensation-related costs (includes an increase of \$5.8 million in stock-based compensation). There was also an increase of \$2.9 million primarily associated with our migration to Amazon Web Services to support the development and testing of our product infrastructure, platform, and applications. This increase was offset by \$1.1 million of capitalized internal-use software development costs during the period.

*Fiscal 2017 Compared to Fiscal 2016.* Research and development expenses increased \$30.8 million, primarily due to a 26% increase in headcount during the period, which drove an increase of \$27.3 million in employee compensation-related costs (includes an increase of \$4.7 million in stock-based compensation and the full year impact of the headcount acquired from the acquired Zinc Ahead business). The expansion of our headcount in this area was to support the increased number of products that were under development.

We expect research and development expenses to increase in absolute dollars and may increase as a percentage of revenue in the near term, primarily due to higher headcount as we continue to add research and development personnel, invest in our solutions, and develop new technologies.

## Sales and Marketing

	Fiscal Year Ended January 31,			2018 to 2017 % Change	2017 to 2016 % Change
	2018	2017	2016		
	(dollar amounts in thousands)				
Sales and marketing	\$130,898	\$116,803	\$80,984	12%	44%
Percentage of total revenues	19%	22%	20%		
Headcount (at period end)	432	401	338	8%	19%

*Fiscal 2018 Compared to Fiscal 2017.* Sales and marketing expenses increased \$14.1 million, primarily due to an 8% increase in headcount, which drove an increase of \$12.2 million in employee compensation-related costs (includes an increase of \$3.0 million in stock-based compensation). In addition, there was an increase of \$1.4 million in marketing program costs.

*Fiscal 2017 Compared to Fiscal 2016.* Sales and marketing expenses increased \$35.8 million, primarily due to a 19% increase in headcount, which drove an increase of \$29.1 million in employee compensation-related costs (includes an increase of \$6.4 million in stock-based compensation and the full-year impact of the headcount from the acquired Zinc Ahead business as well as an increase of \$5.5 million in sales commissions). In addition, there was a \$2.4 million increase in amortization expense primarily associated with the Zinc Ahead purchased intangibles related to acquired customer contracts, customer relationships and brand as well as a \$1.3 million increase in travel-related costs.

We expect sales and marketing expenses to continue to grow in absolute dollars in the near term, primarily due to employee-related expenses as we increase our headcount to support our sales and marketing efforts associated with our newer solutions and our continued expansion of our sales capacity across all our solutions. Upon the adoption of Topic 606, we will be capitalizing and amortizing commissions, whereas we previously expensed these in the period in which they were incurred. Previously, this would have reduced sales and marketing expenses as compared to their treatment under Topic 605. However, unrelated to Topic 606, we have changed our sales compensation model for our fiscal year ending January 31, 2019 to a higher percentage of fixed versus variable compensation. We believe this better aligns compensation to our long-term and strategic selling approach. Due to this change, we expect the impact from Topic 606 on sales and marketing expenses to be immaterial for our fiscal year ending January 31, 2019.

## General and Administrative

	Fiscal Year Ended January 31,			2018 to 2017 % Change	2017 to 2016 % Change
	2018	2017	2016		
	(dollar amounts in thousands)				
General and administrative	\$60,391	\$48,841	\$41,458	24%	18%
Percentage of total revenues	9%	9%	10%		
Headcount (at period end)	203	163	144	25%	13%

*Fiscal 2018 Compared to Fiscal 2017.* General and administrative expenses increased \$11.6 million, primarily due to a 25% increase in headcount which drove an increase of \$6.0 million in employee compensation-related costs (includes an increase of \$1.6 million in stock-based compensation), an increase of \$5.4 million in legal fees related to litigation activity during the period and an increase of \$1.5 million related to third-party accounting professional services costs primarily related to the implementation of new accounting standards and tax-related activities. This increase was offset by a decrease of \$2.3 million in deferred compensation associated with the acquired Zinc Ahead business.

*Fiscal 2017 Compared to Fiscal 2016.* General and administrative expenses increased \$7.4 million, primarily due to a 13% increase in headcount which drove an increase of \$6.9 million in employee compensation-related costs (includes an increase of \$2.8 million in stock-based compensation and the full year impact of the headcount from the acquired Zinc Ahead business), an increase of \$1.1 million in deferred compensation associated with the acquired Zinc Ahead business, and an increase of \$0.7 million in expense for software subscriptions for internal use. This increase was offset by \$2.2 million in one-time transaction costs for the acquired Zinc Ahead business in the prior period.

We expect general and administrative expenses to continue to grow in absolute dollars in the near term as we continue to invest in our business and infrastructure. Such costs include increases in headcount in our finance, legal and employee success functions, third-party legal fees, particularly in relation to the matters described in Item 3. "Legal Proceedings," and additional accounting, tax and compliance-related fees. We also expect an increase in general and administrative expenses related to the stock-based compensation associated with a stock option grant to our CEO on January 10, 2018 (see note 9 of the notes to our consolidated financial statements for further detail).

### **Other Income, Net**

	Fiscal Year Ended January 31,			2018 to 2017 % Change	2017 to 2016 % Change
	2018	2017	2016		
	(dollar amounts in thousands)				
Other income, net	\$7,842	\$1,667	\$28	370%	5854%

*Fiscal 2018 Compared to Fiscal 2017.* Other income, net increased \$6.2 million, primarily due to an increase in interest and other income of \$3.9 million due to higher cash and cash equivalent balances and higher yield in the current period. In addition, there was an increase in foreign currency gains of \$2.2 million during the period, which includes gains and losses from the underlying foreign currency exposures partially offset by hedge positions. We continue to experience foreign currency fluctuations primarily due to the impact resulting from the periodic re-measurement of our foreign currency balances that are denominated in currencies other than the functional currency of the entities in which they are recorded. Our results of operations are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, British Pound Sterling, Japanese Yen and Chinese Yuan. We may continue to experience favorable or adverse foreign currency impacts due to volatility in these currencies.

*Fiscal 2017 Compared to Fiscal 2016.* Other income, net increased \$1.6 million, primarily due to \$0.8 million higher interest income and a decrease of \$0.8 million in foreign currency losses. The higher interest income net of investment amortization compared to the prior year period was primarily attributable to our higher cash and investment balances during the current year as well as lower cash and investment balances in the prior year period due to the Zinc Ahead acquisition.

### **Provision for Income Taxes**

	Fiscal Year Ended January 31,			2018 to 2017 % Change	2017 to 2016 % Change
	2018	2017	2016		
	(dollar amounts in thousands)				
Income before income taxes	\$158,634	\$109,635	\$78,617	45%	39%
Provision for income taxes	16,668	40,831	24,157	-59%	69%
Effective tax rate	10.5%	37.2%	30.7%		

Our effective tax rate was 11%, 37% and 31% for the years ended January 31, 2018, 2017 and 2016, respectively. Our effective tax rate in all periods is the result of the mix of income earned in various tax jurisdictions that are subject to a broad range of income tax rates. The provision for income taxes differs from the tax computed at the U.S. federal statutory income tax rate due primarily to income earned in jurisdictions with lower statutory tax rates, state taxes, the U.S. research and development tax credit, equity compensation, the U.S. domestic production activity deduction, and foreign income subject to taxation in the United States. As discussed in notes 1 and 8 of the consolidated financial statements, we adopted ASU 2016-09 on February 1, 2017. We recorded all income tax effects of share-based awards in the provision for income taxes in the consolidated statement of comprehensive income on a prospective basis. Prior to adoption, we recognized excess tax benefits from stock-based compensation in excess of par value to the extent that the related tax deduction reduced income taxes payable. We are currently under audit by the Internal Revenue Service (IRS) for our income tax return for fiscal year ended January 31, 2015 and for our employment tax for calendar years 2015 and 2016. We believe that the returns for the years under examination were prepared appropriately and were filed correctly with the IRS. Currently, fiscal years ended January 31, 2015 and forward remain open for IRS income tax audit.

*Fiscal 2018 Compared to Fiscal 2017.* During the fiscal year ended January 31, 2018, our effective tax rate decreased primarily due to the adoption of ASU 2016-09 on February 1, 2017, the first day of fiscal 2018. The adoption of this guidance on a prospective basis resulted in the recognition of excess tax benefits related to equity compensation in our provision for income taxes of \$45.8 million, which lowered our effective tax rate by 2750 basis points for the fiscal year ended January 31, 2018.

*Fiscal 2017 Compared to Fiscal 2016.* Our effective tax rate increased 650 basis points primarily due to the absence of a one-time deferred tax asset benefit in the United States of 960 basis points, which was taken in the prior year period related to the Zinc Ahead acquisition, and a 300 basis-point increase associated with the mix of jurisdictional rates from foreign operations. These increases were partially offset by a 570 basis-point decrease from the release of valuation allowances in the same period.

In addition, we may experience material changes to effective tax rate based on the enactment of the Tax Act. See “Tax Cuts and Jobs Act of 2017” above for more information. We expect additional provisions of the Tax Act, such as the amendment to Section 162(m) to apply to us in the future. We will continue to identify and analyze other applicable provisions from the 2017 Act that could impact our fiscal year ending January 31, 2019 and beyond. The ultimate impact of the Tax Act will also depend on changes in interpretations, assumptions, and guidance and actions we may take in response to those and the Tax Act.

### **Non-GAAP Financial Measures**

In our public disclosures, we have provided non-GAAP measures, which we define as financial information that has not been prepared in accordance with generally accepted accounting principles in the United States, or GAAP. In addition to our GAAP measures, we use these non-GAAP measures internally for budgeting and resource allocation purposes and in analyzing our financial results.

For the reasons set forth below, we believe that excluding the following items from our non-GAAP financial measures provides information that is helpful in understanding our operating results, evaluating our future prospects, comparing our financial results across accounting periods, and comparing our financial results to our peers, many of which provide similar non-GAAP financial measures.

- Stock-based compensation expenses. We exclude stock-based compensation expenses from our non-GAAP measures primarily because they are non-cash expenses that we exclude from



our internal management reporting processes. We also find it useful to exclude these expenses when we assess the appropriate level of various operating expenses and resource allocations when budgeting, planning and forecasting future periods. Moreover, because of varying available valuation methodologies, subjective assumptions and the variety of award types that companies can use under FASB ASC Topic 718, we believe excluding stock-based compensation expenses allows investors to make meaningful comparisons between our recurring core business operating results and those of other companies.

- Amortization of purchased intangibles. We incur amortization expense for purchased intangible assets in connection with acquisitions of certain businesses and technologies. Amortization of intangible assets is a non-cash expense and is inconsistent in amount and frequency because it is significantly affected by the timing, size of acquisitions and the inherent subjective nature of purchase price allocations. Because these costs have already been incurred and cannot be recovered, and are non-cash expenses, we exclude these expenses for internal management reporting processes. We also find it useful to exclude these charges when assessing the appropriate level of various operating expenses and resource allocations when budgeting, planning and forecasting future periods. Investors should note that the use of intangible assets contributed to our revenues earned during the periods presented and will contribute to our future period revenues as well.
- Capitalization of internal-use software development expenses and the subsequent amortization of the capitalized expenses. We capitalize certain costs incurred for the development of computer software for internal use and then amortize those costs over the estimated useful life. Capitalization and amortization of software development costs can vary significantly depending on the timing of products reaching technological feasibility and being made generally available. Our internal management reporting processes exclude both the capitalization of software (which would otherwise result in a reduction in net research and development operating expenses) and the amortization of capitalized software (which would otherwise result in an increase in cost of subscription revenues) when preparing budgets, plans and reviewing internal performance. Moreover, because of the variety of approaches taken and the subjective assumptions made by other companies in this area, we believe that excluding the effects of capitalized software costs allows investors to make more meaningful comparisons between our operating results and those of other companies.
- Deferred compensation associated with the Zinc Ahead acquisition. The Zinc Ahead share purchase agreement, as revised, called for share purchase consideration to be deferred and paid at a rate of one-third of the deferred consideration amount per year to certain former Zinc Ahead employee shareholders and option holders who remain employed with us on each deferred consideration payment date. In accordance with GAAP, these payments are being accounted for as deferred compensation and the expense is recognized over the requisite service period. We view this deferred compensation expense as an unusual acquisition cost associated with the Zinc Ahead acquisition and find it useful to exclude it in order to assess the appropriate level of various operating expenses to assist in budgeting, planning and forecasting future periods. We believe excluding this deferred compensation expense from our non-GAAP measures may allow investors to make more meaningful comparisons between our recurring operating results and those of other companies.
- Income tax effects on the difference between GAAP and non-GAAP costs and expenses. The income tax effects that are excluded from the non-GAAP measures relate to the imputed tax impact on the difference between GAAP and non-GAAP costs and expenses due to stock-based compensation, purchased intangibles, capitalized internal-use software and deferred compensation associated with the Zinc Ahead acquisition for GAAP and non-GAAP measures.

### **Limitations on the use of Non-GAAP financial measures**

There are limitations to using non-GAAP financial measures because non-GAAP financial measures are not prepared in accordance with GAAP and may be different from non-GAAP financial measures provided by other companies.

The non-GAAP financial measures are limited in value because they exclude certain items that may have a material impact upon our reported financial results. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management about which items are adjusted to calculate our non-GAAP financial measures. We compensate for these limitations by analyzing current and future results on a GAAP basis as well as a non-GAAP basis and also by providing GAAP measures in our public disclosures.

Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. We encourage investors and others to review our financial information in its entirety, not to rely on any single financial measure to evaluate our business, and to view our non-GAAP financial measures in conjunction with the most directly comparable GAAP financial measures.

The following table reconciles the specific items excluded from GAAP metrics in the calculation of non-GAAP metrics for the periods shown below:

	Fiscal Year Ended January 31,		
	2018	2017	2016
Operating income on a GAAP basis	\$150,792	\$107,968	\$ 78,589
Stock-based compensation expense	54,049	40,798	24,258
Amortization of purchased intangibles	7,790	8,216	4,308
Capitalization of internal-use software	(1,733)	(586)	(431)
Amortization of internal-use software	619	663	755
Deferred compensation associated with Zinc Ahead acquisition	532	2,815	1,120
Operating income on a non-GAAP basis	<u>\$212,049</u>	<u>\$159,874</u>	<u>\$108,599</u>
Net income on a GAAP basis	\$141,966	\$ 68,804	\$ 54,460
Stock-based compensation expense	54,049	40,798	24,258
Amortization of purchased intangibles	7,790	8,216	4,308
Capitalization of internal-use software	(1,733)	(586)	(431)
Amortization of internal-use software	619	663	755
Deferred compensation associated with Zinc Ahead acquisition	532	2,815	1,120
Income tax effect on non-GAAP adjustments	(60,294)	(12,759)	(10,017)
Net income on a non-GAAP basis	<u>\$142,929</u>	<u>\$107,951</u>	<u>\$ 74,453</u>
Net income allocated to participating securities on a GAAP basis	\$ —	\$ (3)	\$ (47)
Net income allocated to participating securities from non-GAAP adjustments	—	1	(18)
Net income allocated to participating securities on a non-GAAP basis	—	(2)	(65)
Net income attributable to common stockholders on a non-GAAP basis	<u>\$142,929</u>	<u>\$107,949</u>	<u>\$ 74,388</u>
Diluted net income per share on a GAAP basis	\$ 0.92	\$ 0.47	\$ 0.38
Stock-based compensation expense	0.36	0.27	0.16
Amortization of purchased intangibles	0.05	0.06	0.03
Capitalization of internal-use software	(0.01)	—	—
Amortization of internal-use software	—	—	—
Deferred compensation associated with Zinc Ahead acquisition	—	0.02	0.01
Income tax effect on non-GAAP adjustments	(0.39)	(0.09)	(0.07)
Diluted net income per share on a non-GAAP basis	<u>\$ 0.93</u>	<u>\$ 0.73</u>	<u>\$ 0.51</u>

## Liquidity and Capital Resources

	Fiscal Year Ended January 31,		
	2018	2017	2016
	(in thousands)		
Net cash provided by operating activities(1)	\$ 233,437	\$ 144,011	\$ 80,154
Net cash used in investing activities	(154,722)	(96,652)	(96,683)
Net cash provided by financing activities(1)	20,773	37,976	19,406
Effect of exchange rate changes on cash and cash equivalents	3,089	92	49
Net change in cash and cash equivalents	\$ 102,577	\$ 85,427	\$ 2,926

- (1) During the fiscal year ended January 31, 2018, we adopted ASU 2016-09, "Compensation-Stock Compensation: Improvements to Employee Share-Based Payment." Refer to note 1 — New Accounting Pronouncements Adopted in Fiscal 2018 for further details. This adoption resulted in a \$8.6 million and \$45.8 million increase in net cash provided by operating activities and a corresponding decrease in net cash provided by financing activities for the three months and fiscal year ended January 31, 2018, respectively.

Our principal sources of liquidity continue to be comprised of our cash, cash equivalents and short-term investments, as well as cash flows generated from our operations. At January 31, 2018, our cash, cash equivalents and short-term investments totaled \$762.0 million, of which \$48.4 million represented cash and cash equivalents held outside of the United States. Non-U.S. cash and cash equivalents have been earmarked for indefinite reinvestment in our operations outside the United States and, therefore, no U.S. current or deferred taxes have been accrued related to these balances. We believe our U.S. sources of cash and liquidity are sufficient to meet our business needs in the United States and do not expect that we will need to repatriate the funds we have designated as indefinitely reinvested outside the United States. Under currently enacted tax laws, should our plans change and we were to choose to repatriate some or all of the funds we have designated as indefinitely reinvested outside the United States, such amounts may be subject to certain jurisdictional taxes.

We have financed our operations primarily through cash generated from operations. We believe our existing cash, cash equivalents and short-term investments generated from operations will be sufficient to meet our working capital and capital expenditure needs over at least the next 12 months. Our future capital requirements will depend on many factors including our growth rate, subscription renewal activity, the timing and extent of spending to support product development efforts, the expansion of sales and marketing activities, the ongoing investments in technology infrastructure, the introduction of new and enhanced solutions and the continuing market acceptance of our solutions. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies and intellectual property rights. We may be required to seek additional equity or debt financing. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, operating results and financial condition would be adversely affected.

### **Cash Flows from Operating Activities**

Our largest source of operating cash inflows is cash collections from our customers for subscription services. We also generate significant cash flows from our professional services arrangements. The first quarter of our fiscal year is seasonally the strongest quarter for cash inflows due to the timing of our billings and collections. Our primary uses of cash from operating activities are for employee-related expenditures, fees to salesforce.com, third-party professional services costs, employee travel costs, and leases for office space.

*Fiscal 2018 Compared to Fiscal 2017.* Net cash provided by operating activities was \$233.4 million for the fiscal year ended January 31, 2018. Our cash provided by operating activities during the fiscal year ended January 31, 2018 primarily reflected our net income of \$142.0 million, adjustments for non-cash items of \$73.0 million, and a net increase in our operating assets and liabilities of \$18.5 million. Non-cash charges included \$54.0 million of stock-based compensation expense, \$14.3 million of depreciation and amortization expense, and \$1.4 million of amortization of premiums on short-term investments. The net changes in operating assets and liabilities included an increase of \$61.8 million in deferred revenue resulting primarily from increased orders from new and existing customers, which was offset by a decrease of \$50.7 million in accounts receivable related to the seasonal nature of our billings and the timing of collections.

*Fiscal 2017 Compared to Fiscal 2016.* Net cash provided by operating activities was \$144.0 million for the fiscal year ended January 31, 2017. Our cash provided by operating activities during the fiscal year ended January 31, 2017 primarily reflected our net income of \$68.8 million, adjustments for non-cash items of \$51.5 million, and the net increase in our operating assets and liabilities of \$23.7 million. Non-cash charges included \$40.8 million of stock-based compensation expense, \$13.8 million of depreciation and amortization expense and \$1.9 million of amortization of premiums on short-term investments. The net changes in operating assets and liabilities included an increase of \$56.2 million in deferred revenue resulting primarily from increased orders from new and existing customers, which was offset by a decrease of \$38.1 million in accounts receivable related to the seasonal nature of our billings and the timing of collections.

### ***Cash Flows from Investing Activities***

The cash flows from investing activities primarily relate to cash used for the purchase of marketable securities, net of maturities. We also use cash to invest in capital assets to support our growth, including the continuing build-out of our corporate headquarters located in Pleasanton, California, which was complete as of the end of the fiscal year ended January 31, 2018.

*Fiscal 2018 Compared to Fiscal 2017.* Net cash used in investing activities was \$154.7 million for the fiscal year ended January 31, 2018 resulting primarily from \$437.9 million in net purchases of marketable securities, \$9.6 million in cash used for purchases of property and equipment to support the growth of our business, including the build-out of our new corporate headquarters and \$1.7 million of capitalized internal-use software development costs. The cash outflows were offset by \$294.7 million provided from net maturities of marketable securities.

*Fiscal 2017 Compared to Fiscal 2016.* Net cash used in investing activities was \$96.7 million for the fiscal year ended January 31, 2017 resulting primarily from \$314.8 million in purchases of short-term investments and \$6.9 million in cash used for purchases of property and equipment to support the growth of our business, including the build-out of our new corporate headquarters. The cash outflows were offset by \$225.6 million provided from net maturities of marketable securities.

### ***Cash Flows from Financing Activities***

The cash flows from financing activities relate to stock option exercises.

*Fiscal 2018 Compared to Fiscal 2017.* Net cash provided by financing activities was \$20.8 million for the fiscal year ended January 31, 2018 related to the proceeds from employee stock option exercises.

*Fiscal 2017 Compared to Fiscal 2016.* Net cash provided by financing activities was \$38.0 million for the fiscal year ended January 31, 2017 resulting from \$25.6 million in excess tax benefits from our employee stock plans and \$12.4 million in proceeds from employee stock option exercises.

Please note that in the fiscal year ended January 31, 2017, cash flows from financing activities also included excess tax benefits from stock option exercises.

## Commitments

Our principal commitments consist of obligations for minimum payment commitments to salesforce.com and leases for office space. On March 3, 2014, we amended our agreement with salesforce.com. The agreement, as amended, requires that we meet minimum order commitments of \$500 million over the term of the agreement, which ends on September 1, 2025, including “true-up” payments if the orders we place with salesforce.com have not equaled or exceeded the following aggregate amounts within the timeframes indicated: (i) \$250 million for the period from March 1, 2014 to September 1, 2020 and (ii) the full amount of \$500 million by September 1, 2025.

As of January 31, 2018, the future non-cancelable minimum payments under these commitments were as follows:

	Payments due by period				
	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 years
	(in thousands)				
Salesforce.com commitments	\$285,835	\$ 5,681	\$30,154	\$ —	\$250,000
Operating lease obligations	17,487	4,955	7,309	3,875	1,348
Total	<u>\$303,322</u>	<u>\$10,636</u>	<u>\$37,463</u>	<u>\$3,875</u>	<u>\$251,348</u>

The amounts in the table above are associated with agreements that are enforceable and legally binding, which specify significant terms including payment terms, related services and the approximate timing of the transaction. Obligations under agreements that we can cancel without a significant penalty are not included in the table.

We anticipate leasing additional office space in various locations around the world to support our growth. In addition, our existing lease agreements often provide us with an option to renew. We expect our future operating lease obligations will increase as we expand our operations.

## Off-Balance Sheet Arrangements

We do not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

## Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with GAAP. In the preparation of these consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

We believe that the assumptions, judgments and estimates involved in the accounting for revenue recognition, valuation of acquired intangible assets, and income taxes have the greatest potential impact on our consolidated financial statements. These areas are key components of our results of operations and are based on complex rules which require us to make judgments and estimates.

Historically, our assumptions, judgments and estimates in accordance with our critical accounting policies have not materially differed from actual results. For a more detailed discussion of these accounting policies and our use of estimates, refer to note 1 of the notes to our consolidated financial statements included in this report.

### ***Revenue Recognition***

We consider revenue recognition to be a significant accounting policy. For a description of our application of GAAP to our revenue recognition, see note 1 of the notes to our consolidated financial statements.

### ***Stock-Based Compensation***

We consider compensation expense related to stock-based transactions, including the assumptions used in the determination of the fair value of option awards to be a significant accounting policy. For a description of our assumptions used for our stock-based compensation policy, see note 9 of the notes to our consolidated financial statements.

We adopted ASU 2016-09 on February 1, 2017. Upon adoption, we elected to account for forfeitures as they occur and to no longer estimate for forfeitures.

We will continue to use judgment in evaluating the assumptions related to our stock-based compensation expense on a prospective basis. As we continue to accumulate additional data related to our common stock, we may have refinements to our estimates, which could materially impact our future stock-based compensation expense.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### ***Foreign currency exchange risk***

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the British Pound Sterling, Euro and Japanese Yen, and may be adversely affected in the future due to changes in foreign currency exchange rates. We continue to experience foreign currency fluctuations primarily due to the periodic re-measurement of our foreign currency balances that are denominated in currencies other than the functional currency of the entities in which they are recorded. Changes in exchange rates may negatively affect our revenues and other operating results as expressed in U.S. dollars. For our fiscal year ended January 31, 2018, our foreign currency gain was \$1.2 million. For our fiscal years ended January 31, 2017 and 2016, our foreign currency loss was \$1.0 million and \$1.8 million, respectively.

We have experienced and will continue to experience fluctuations in our net income as a result of gains or losses related to revaluing certain current asset and current liability balances that are denominated in currencies other than the functional currency of the entities in which they are recorded. We initiated a program during our fiscal year ended January 31, 2018 to engage in the hedging of our foreign currency transactions and may, in the future, hedge selected significant transactions or net monetary exposure positions denominated in currencies other than the U.S. dollar.

### ***Interest rate sensitivity***

We had cash, cash equivalents and short-term investments totaling \$762.0 million as of January 31, 2018. This amount was invested primarily in U.S. agency obligations, U.S. treasury securities, corporate notes and bonds, commercial paper, asset-backed securities, mortgage-backed securities, foreign government bonds, and money market funds. The cash and cash equivalents are held for working capital purposes. We do not enter into investments for trading or speculative purposes.

Our cash equivalents and our portfolio of marketable securities are subject to market risk due to changes in interest rates, which could affect our results of operations. Fixed rate securities may have their market value adversely affected due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income may fluctuate due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However, because we classify our marketable securities as “available for sale,” no gains or losses are recognized due to changes in interest rates unless such securities are sold prior to maturity or declines in fair value are determined to be other-than-temporary. Our fixed-income portfolio is subject to interest rate risk.

An immediate increase of 100-basis points in interest rates would have resulted in a \$3.0 million market value reduction in our investment portfolio as of January 31, 2018. An immediate decrease of 100-basis points in interest rates would have increased the market value by \$3.0 million as of January 31, 2018. This estimate is based on a sensitivity model that measures market value changes when changes in interest rates occur. Fluctuations in the value of our investment securities caused by a change in interest rates (gains or losses on the carrying value) are recorded in other comprehensive income, and are realized only if we sell the underlying securities.

**ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**VEEVA SYSTEMS INC.  
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## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
Veeva Systems Inc.:

### Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Veeva Systems Inc. and subsidiaries (the “Company”) as of January 31, 2018 and 2017, and the related consolidated statements of comprehensive income, stockholders’ equity, and cash flows for each of the years in the three-year period ended January 31, 2018, and the related notes (collectively, the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of January 31, 2018, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Veeva Systems Inc. and subsidiaries as of January 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended January 31, 2018, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Veeva Systems Inc. maintained, in all material respects, effective internal control over financial reporting as of January 31, 2018, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

### Basis for Opinion

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s financial statements and an opinion on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

## Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

We have served as the Company's auditor since 2010.

Santa Clara, California  
March 29, 2018

**VEEVA SYSTEMS INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except number of shares and par value)

	January 31, 2018	January 31, 2017
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 320,183	\$217,606
Short-term investments	441,779	301,266
Accounts receivable, net of allowance for doubtful accounts of \$345 and \$659, respectively	233,731	182,816
Prepaid expenses and other current assets	12,443	10,177
Total current assets	1,008,136	711,865
Property and equipment, net	52,284	49,907
Goodwill	95,804	95,804
Intangible assets, net	31,490	39,283
Deferred income taxes, noncurrent	3,490	16,460
Other long-term assets	5,804	4,057
<b>Total assets</b>	<b>\$1,197,008</b>	<b>\$917,376</b>
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable	\$ 6,944	\$ 5,677
Accrued compensation and benefits	17,054	12,007
Accrued expenses and other current liabilities	13,152	12,310
Income tax payable	2,080	3,228
Deferred revenue	275,446	213,562
Total current liabilities	314,676	246,784
Deferred income taxes, noncurrent	3,828	12,974
Other long-term liabilities	6,977	4,964
Total liabilities	325,481	264,722
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Class A common stock, \$0.00001 par value; 800,000,000 shares authorized, 117,246,735 and 103,789,544 issued and outstanding at January 31, 2018 and 2017, respectively	1	1
Class B common stock, \$0.00001 par value; 190,000,000 shares authorized, 24,822,661 and 34,097,075 issued and outstanding at January 31, 2018 and 2017, respectively	—	—
Additional paid-in capital	515,272	439,658
Accumulated other comprehensive income	1,404	111
Retained earnings	354,850	212,884
Total stockholders' equity	871,527	652,654
<b>Total liabilities and stockholders' equity</b>	<b>\$1,197,008</b>	<b>\$917,376</b>

See Notes to Consolidated Financial Statements.

**VEEVA SYSTEMS INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In thousands, except per share data)

	Fiscal Year Ended January 31,		
	2018	2017	2016
<b>Revenues:</b>			
Subscription services	\$554,446	\$434,316	\$316,314
Professional services and other	131,125	109,727	92,907
Total revenues	<u>685,571</u>	<u>544,043</u>	<u>409,221</u>
<b>Cost of revenues(1):</b>			
Cost of subscription services	110,465	94,386	71,180
Cost of professional services and other	100,974	79,295	71,034
Total cost of revenues	<u>211,439</u>	<u>173,681</u>	<u>142,214</u>
Gross profit	<u>474,132</u>	<u>370,362</u>	<u>267,007</u>
<b>Operating expenses(1):</b>			
Research and development	132,051	96,750	65,976
Sales and marketing	130,898	116,803	80,984
General and administrative	60,391	48,841	41,458
Total operating expenses	<u>323,340</u>	<u>262,394</u>	<u>188,418</u>
Operating income	<u>150,792</u>	<u>107,968</u>	<u>78,589</u>
Other income, net	7,842	1,667	28
Income before income taxes	<u>158,634</u>	<u>109,635</u>	<u>78,617</u>
Provision for income taxes	16,668	40,831	24,157
<b>Net income</b>	<u>\$141,966</u>	<u>\$ 68,804</u>	<u>\$ 54,460</u>
<b>Net income attributable to Class A and Class B common stockholders, basic and diluted</b>	<u>\$141,966</u>	<u>\$ 68,801</u>	<u>\$ 54,413</u>
<b>Net income per share attributable to Class A and Class B common stockholders:</b>			
Basic	<u>\$ 1.01</u>	<u>\$ 0.51</u>	<u>\$ 0.41</u>
Diluted	<u>\$ 0.92</u>	<u>\$ 0.47</u>	<u>\$ 0.38</u>
<b>Weighted-average shares used to compute net income per share attributable to Class A and Class B common stockholders:</b>			
Basic	<u>140,311</u>	<u>135,698</u>	<u>132,020</u>
Diluted	<u>153,681</u>	<u>147,578</u>	<u>144,977</u>
<b>Other comprehensive income:</b>			
Net change in unrealized losses on available-for-sale investments	\$ (1,793)	\$ (153)	\$ (181)
Net change in cumulative foreign currency translation gain	3,086	92	327
<b>Comprehensive income</b>	<u>\$143,259</u>	<u>\$ 68,743</u>	<u>\$ 54,606</u>

(1) Includes stock-based compensation as follows:

<b>Cost of revenues:</b>			
Cost of subscription services	\$ 1,448	\$ 1,109	\$ 563
Cost of professional services and other	8,476	6,002	3,858
Research and development	17,782	11,937	7,249
Sales and marketing	16,288	13,271	6,861
General and administrative	10,055	8,479	5,727
Total stock-based compensation	<u>\$ 54,049</u>	<u>\$ 40,798</u>	<u>\$ 24,258</u>

See Notes to Consolidated Financial Statements.

**VEEVA SYSTEMS INC.**  
**CONSOLIDATED STATEMENTS STOCKHOLDERS' EQUITY**  
(In thousands, except share data)

	Class A & B Common stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Amount				
<b>Balance at January 31, 2015</b>	131,067,625	1	317,881	88,925	26	406,833
Issuance of common stock upon exercise of stock options	2,012,497	—	5,898	—	—	5,898
Issuance of common stock upon early exercise of stock options	22,084	—	—	—	—	—
Vesting of early exercised stock options	—	—	70	—	—	70
Repurchase of unvested early exercised stock options	(3,333)	—	—	—	—	—
Issuance of common stock upon vesting of restricted stock units	446,312	—	(6)	—	—	(6)
Stock-based compensation expense	—	—	24,321	—	—	24,321
Excess tax benefits from employee stock plans	—	—	13,527	—	—	13,527
Other comprehensive income	—	—	—	—	146	146
Net income	—	—	—	54,460	—	54,460
<b>Balance at January 31, 2016</b>	<u>133,545,185</u>	<u>1</u>	<u>361,691</u>	<u>143,385</u>	<u>172</u>	<u>505,249</u>
Issuance of common stock upon exercise of stock options	3,369,356	—	12,443	—	—	12,443
Vesting of early exercised stock options	—	—	26	—	—	26
Issuance of common stock upon vesting of restricted stock units	972,078	—	(14)	—	—	(14)
Stock-based compensation expense	—	—	39,884	—	—	39,884
Excess tax benefits from employee stock plans	—	—	25,628	—	—	25,628
Other comprehensive loss	—	—	—	—	(61)	(61)
Net income	—	—	—	69,499	—	69,499
<b>Balance at January 31, 2017</b>	<u>137,886,619</u>	<u>\$ 1</u>	<u>\$439,658</u>	<u>\$212,884</u>	<u>\$ 111</u>	<u>\$652,654</u>
Issuance of common stock upon exercise of stock options	2,935,962	—	21,194	—	—	21,194
Vesting of early exercised stock options	—	—	1	—	—	1
Issuance of common stock upon vesting of restricted stock units	1,246,815	—	—	—	—	—
Stock-based compensation expense	—	—	54,419	—	—	54,419
Excess tax benefits from employee stock plans	—	—	—	—	—	—
Other comprehensive income	—	—	—	—	1,293	1,293
Net income	—	—	—	141,966	—	141,966
<b>Balance at January 31, 2018</b>	<u>142,069,396</u>	<u>\$ 1</u>	<u>\$515,272</u>	<u>\$354,850</u>	<u>\$1,404</u>	<u>\$871,527</u>

See Notes to Consolidated Financial Statements.

**VEEVA SYSTEMS INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Fiscal Year Ended January 31,		
	2018	2017	2016
<b>Cash flows from operating activities</b>			
Net income	\$ 141,966	\$ 68,804	\$ 54,460
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	14,277	13,825	8,464
Amortization of premiums on short-term investments	1,389	1,852	2,804
Stock-based compensation	54,049	40,798	24,258
Deferred income taxes	3,282	(5,073)	(6,264)
Loss on foreign currency from market-to-market derivative	265	—	—
Bad debt expense	(242)	130	201
Changes in operating assets and liabilities:			
Accounts receivable	(50,673)	(38,148)	(46,653)
Income taxes	(2,520)	911	(2,994)
Prepaid expenses and other current and long-term assets	(2,492)	831	180
Accounts payable	1,396	1,113	(494)
Accrued expenses and other current liabilities	7,149	336	5,042
Deferred revenue	61,773	56,208	39,357
Other long-term liabilities	3,818	2,424	1,793
<b>Net cash provided by operating activities(1)</b>	<u>233,437</u>	<u>144,011</u>	<u>80,154</u>
<b>Cash flows from investing activities</b>			
Purchases of short-term investments	(437,858)	(314,847)	(313,357)
Maturities and sales of short-term investments	294,705	225,600	364,968
Purchases of property and equipment	(9,633)	(6,923)	(21,153)
Acquisitions, net of cash acquired	—	—	(126,183)
Purchases of intangible assets	—	—	(568)
Capitalized internal-use software development costs	(1,734)	(584)	(431)
Changes in restricted cash and deposits	(202)	102	41
<b>Net cash used in investing activities</b>	<u>(154,722)</u>	<u>(96,652)</u>	<u>(96,683)</u>
<b>Cash flows from financing activities</b>			
Proceeds from early exercise of common stock options	—	—	10
Proceeds from exercise of common stock options	20,773	12,362	5,875
Restricted stock units acquired to settle employee tax withholding liability	—	(14)	(6)
Excess tax benefits from employee stock plans	—	25,628	13,527
<b>Net cash provided by financing activities(1)</b>	<u>20,773</u>	<u>37,976</u>	<u>19,406</u>
Effect of exchange rate changes on cash and cash equivalents	3,089	92	49
Net change in cash and cash equivalents	102,577	85,427	2,926
Cash and cash equivalents at beginning of period	217,606	132,179	129,253
<b>Cash and cash equivalents at end of period</b>	<u>\$ 320,183</u>	<u>\$ 217,606</u>	<u>\$ 132,179</u>
<b>Supplemental disclosures of other cash flow information:</b>			
Cash paid for income taxes, net of refunds	<u>\$ 12,461</u>	<u>\$ 14,154</u>	<u>\$ 19,968</u>
Non-cash investing and financing activities:			
Changes in accounts payable and accrued expenses related to property and equipment purchases	<u>\$ (1,388)</u>	<u>\$ 460</u>	<u>\$ 334</u>
Vesting of early exercised stock options	<u>\$ 1</u>	<u>\$ 26</u>	<u>\$ 70</u>
Working capital adjustment, not yet paid	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 339</u>

See Notes to Consolidated Financial Statements.

(1) During the fiscal year ended January 31, 2018, we adopted Accounting Standards Update (ASU) 2016-09, "Compensation-Stock Compensation: Improvements to Employee Share-Based Payment." Refer to note 1 — New Accounting Pronouncements Adopted in Fiscal 2018 for further details. This adoption resulted in a \$8.6 million and \$45.8 million increase in net cash provided by operating activities and a corresponding decrease in net cash provided by financing activities for the three months and fiscal year ended January 31, 2018, respectively.

## **Note 1. Summary of Business and Significant Accounting Policies**

### ***Description of Business***

Veeva is a leading provider of industry cloud solutions for the global life sciences industry. We were founded in 2007 on the premise that industry-specific cloud solutions could best address the operating challenges and regulatory requirements of life sciences companies. Our products are designed to meet the unique needs of our customers and their most strategic business functions — from research and development (R&D) to commercialization. Our products address a broad range of needs — including multichannel customer relationship management (CRM), content management, master data management, and data regarding healthcare professionals and organizations. Veeva is also offering its regulated content management solutions to a new set of customers in process and discrete manufacturing, consumer packaged goods, and highly regulated services industries. Our fiscal year end is January 31.

### ***Principles of Consolidation and Basis of Presentation***

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC) regarding annual financial reporting and include the accounts of our wholly-owned subsidiaries after elimination of intercompany accounts and transactions.

### ***Use of Estimates***

The preparation of consolidated financial statements in conformity with GAAP requires us to make estimates, judgments and assumptions that affect the consolidated financial statements and the notes thereto. These estimates are based on information available as of the date of the consolidated financial statements. On a regular basis, management evaluates these estimates and assumptions. Significant items subject to such estimates and assumptions include, but are not limited to:

- the best estimate of selling price of the deliverables included in multiple-deliverable revenue arrangements;
- the collectibility of our accounts receivable;
- the fair value of assets acquired and liabilities assumed for business combinations;
- the valuation of short-term investments and the determination of other-than-temporary impairments;
- the realizability of deferred income tax assets and liabilities;
- the fair value of our stock-based awards; and
- the capitalization and estimated useful life of internal-use software development costs.

As future events cannot be determined with precision, actual results could differ significantly from those estimates.

### ***Segment Information***

Operating segments are defined as components of an enterprise about which separate financial information is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and assessing performance. We define the term “chief operating decision maker” to be our Chief Executive Officer. Our Chief Executive Officer reviews the financial information presented on a consolidated basis for purposes of allocating resources and evaluating our financial performance.

Accordingly, we have determined that we operate in a single reportable operating segment. Since we operate in one operating segment, all required financial segment information can be found in the consolidated financial statements.

### ***Revenue Recognition***

We derive our revenues primarily from subscription services fees and professional services fees. Subscription services revenues consist of fees from customers accessing our cloud-based software solutions and subscription or license fees for our data solutions. In addition, our acquired Zinc Ahead business had a limited number of perpetual license agreements with accompanying maintenance and hosting fees. We have included such on-going maintenance and hosting fees in our subscription services revenues. Professional services and other revenues consist primarily of fees from implementation services, configuration, data services, training and managed services related to our solutions. We commence revenue recognition when all of the following conditions are satisfied:

- there is persuasive evidence of an arrangement;
- the service has been or is being provided to the customer;
- the collection of the fees is reasonably assured; and
- the amount of fees to be paid by the customer is fixed or determinable.

Our subscription services arrangements are generally non-cancelable and do not provide for refunds to customers in the event of cancellations.

### ***Subscription Services Revenues***

Subscription services revenues are recognized ratably over the order term beginning when the solution has been provisioned to the customer. Our subscription arrangements are considered service contracts, and the customer does not have the right to take possession of the software. On-going maintenance and hosting fees for Zinc Ahead solutions are also recognized ratably over the accompanying maintenance and hosting term.

### ***Professional Services and Other Revenues***

The majority of our professional services arrangements are recognized on a time and materials basis. Professional services revenues recognized on a time and materials basis are measured monthly based on time incurred and contractually agreed upon rates. Certain professional services revenues are based on fixed fee arrangements and revenues are recognized based on the proportional performance method. In some cases, the terms of our time and materials and fixed fee arrangements may require that we defer the recognition of revenue until contractual conditions are met. Data services and training revenues are generally recognized as the services are performed.

### ***Multiple Element Arrangements***

We apply the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2009-13, *Multiple — Deliverable Revenue Arrangements*, to allocate revenues based on relative best estimated selling price (BESP) to each unit of accounting in multiple element arrangements, which generally include subscriptions and professional services. BESP of each unit of accounting included in a multiple element arrangement is based upon management's estimate of the selling price of deliverables when vendor specific objective evidence or third-party evidence of selling price is not available.

We enter into arrangements with multiple deliverables that generally include our subscription offerings and professional services. For these arrangements we must: (i) determine whether each



deliverable has stand-alone value; (ii) determine the estimated selling price of each element using the selling price hierarchy of vendor-specific objective evidence (VSOE) of fair value, third-party evidence (TPE) or BESP, as applicable; and (iii) allocate the total price among the various deliverables based on the relative selling price method.

In determining whether professional services and other revenues have stand-alone value, we consider the following factors for each consulting agreement: availability of the consulting services from other vendors, the nature of the consulting services and whether the professional services are required in order for the customer to use the subscription services. If stand-alone value cannot be established for a delivered item in a multiple-element arrangement, the delivered item is accounted for as a combined unit of accounting with the undelivered item(s).

We have established stand-alone value with respect to all of our offerings except professional services for the acquired Zinc Ahead business. As a result, we account for multiple element arrangements that include Zinc Ahead professional services as a combined unit of accounting and recognize the revenues from such professional services ratably over the term of the associated subscription services.

We have determined that we are not able to establish VSOE of fair value or TPE of selling price for any of our deliverables, and accordingly we use BESP for each deliverable in the arrangement. The objective of BESP is to estimate the price at which we would transact a sale of the service deliverables if the services were sold on a stand-alone basis. Revenue allocated to each deliverable is recognized when the basic revenue recognition criteria are met for each deliverable.

We determine BESP for our subscription services included in a multiple element arrangement by considering multiple factors including, but not limited to, stated subscription renewal rates and other major groupings such as customer type and geography.

BESP for professional services considers the discount of actual professional services sold compared to list price as well as the experience level and estimated location of the resources performing the services.

We allocate consideration proportionately based on established BESP and then recognize the allocated consideration as revenue over the respective delivery period for each element.

### ***Deferred Revenue***

Deferred revenue includes amounts billed to customers for which the revenue recognition criteria have not been met. Deferred revenue primarily consists of billings or payments received in advance of revenue recognition from our subscription services and, to a lesser extent, professional services and other revenues described above, and is recognized as revenue recognition criteria are met. We generally invoice our customers in annual or quarterly installments for subscription services. Accordingly, the deferred revenue balance does not generally represent the total contract value of a subscription arrangement. Deferred revenue that will be recognized during the succeeding 12-month period is recorded as current deferred revenue and the remaining portion is recorded as noncurrent, which is in other long-term liabilities on the consolidated balance sheet.

### ***Certain Risks and Concentrations of Credit Risk***

Our revenues are derived from subscription services, professional services and other services delivered primarily to the life sciences industry. We operate in markets that are highly competitive and rapidly changing. Significant technological changes, shifting customer needs, the emergence of competitive products or services with new capabilities and other factors could negatively impact our operating results.

Our financial instruments that potentially subject us to concentration of credit risk consist primarily of cash and cash equivalents, short-term investments and trade accounts receivable. Our cash equivalents and short-term investments are held in safekeeping by large, credit-worthy financial institutions. We have established guidelines relative to credit ratings, diversification and maturities that seek to maintain safety and liquidity. Deposits in these financial institutions may significantly exceed federally insured limits.

We do not require collateral from our customers and generally require payment within 30 to 60 days of billing. We periodically evaluate the collectibility of our accounts receivable and provide an allowance for doubtful accounts as necessary, based on historical experience. Historically, losses related to lack of collectibility have not been material.

The following customers individually exceeded 10% of total accounts receivable as of the dates shown:

	January 31, 2018	January 31, 2017
Customer 1	18%	15%
Customer 2	13%	15%

\* Does not exceed 10%.

In our fiscal years ended January 31, 2018, 2017 and 2016, our top 10 customers accounted for 42%, 45% and 50% of our total revenues, respectively. No single customer represented over 10% of our total revenues for the fiscal years ended January 31, 2018, 2017 or 2016.

### **Cash Equivalents**

We consider all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. We classify certain restricted cash balances within other long-term assets on the accompanying balance sheets based upon the term of the remaining restrictions.

### **Short-term Investments**

We classify short-term investments as available-for-sale at the time of purchase and reevaluate such classification as of each balance sheet date. All short-term investments are recorded at estimated fair value. Unrealized gains and losses for available-for-sale securities are included in accumulated other comprehensive income, a component of stockholders' equity. We evaluate our investments to assess whether those with unrealized loss positions are other than temporarily impaired. We consider impairments to be other than temporary if they are related to deterioration in credit risk or if it is likely we will sell the securities before the recovery of their cost basis. Realized gains and losses and declines in value judged to be other than temporary are determined based on the specific identification method and are reported in other income, net, in the consolidated statements of comprehensive income. Interest, amortization of premiums, and accretion of discount on all short-term investments classified as available for sale are also included as a component of other income, net, in the consolidated statements of comprehensive income.

We may sell our short-term investments at any time, without significant penalty, for use in current operations or for other purposes, even if they have not yet reached maturity. As a result, we classify our investments, including securities with maturities beyond 12 months as current assets in the accompanying consolidated balance sheets.

## Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at the invoiced amount and do not bear interest. We establish an allowance for doubtful accounts for estimated losses expected in our accounts receivable portfolio. In establishing the required allowance, we use the specific-identification method, and management considers historical losses adjusted to take into account current market conditions and the customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. We review our allowance for doubtful accounts periodically. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Activity related to our allowance for doubtful accounts was as follows (in thousands):

	Fiscal Year Ended January 31,		
	2018	2017	2016
Balance at beginning of period	\$ 659	\$542	\$413
Add: charges (credits) to costs and expenses	(242)	130	201
Less: (write-offs)	(72)	(13)	(72)
Balance at end of period	<u>\$ 345</u>	<u>\$659</u>	<u>\$542</u>

## Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on the straight-line method over the estimated useful lives of the assets and commences once the asset is placed in service or ready for its intended use. Construction in progress is related to the construction or development of property (including land) and equipment that have not yet been placed in service for our intended use. The estimated useful lives by asset classification are generally as follows:

Asset Classification	Estimated Useful Life
Land	Not depreciated
Building	30 years
Land and building improvements	Shorter of remaining life of building or estimated useful life
Equipment and computers	3 years
Furniture and fixtures	5 years
Leasehold improvements	Shorter of remaining life of the lease term or estimated useful life

Upon sale or retirement of an asset, the cost and related accumulated depreciation are removed from the general ledger and any related gains or losses are reflected in operating expenses. Repairs and maintenance are charged to our statement of comprehensive income as incurred.

## Internal-Use Software

We capitalize certain costs incurred for the development of computer software for internal use. These costs generally relate to the development of our CRM, content and information management and customer master solutions. We capitalize these costs during the development of the project, when it is determined that it is probable that the project will be completed, and the software will be used as intended. Costs related to preliminary project activities, post-implementation activities, training and maintenance are expensed as incurred. Internal-use software is amortized on a straight-line basis over its estimated useful life, generally three years, and the amortization expense is recorded as a component of cost of subscription services. Management evaluates the useful lives of these assets on

an annual basis and tests for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets. We exercise judgment in determining the point at which various projects may be capitalized, in assessing the ongoing value of the capitalized costs and in determining the estimated useful lives over which the costs are amortized. To the extent that we change the manner in which we develop and test new features and functionalities related to our solutions, assess the ongoing value of capitalized assets or determine the estimated useful lives over which the costs are amortized, the amount of internal-use software development costs we capitalize and amortize could change in future periods.

### ***Goodwill and Intangible Assets***

Goodwill represents the excess of the purchase price over the fair value of the underlying net tangible and intangible assets acquired and liabilities assumed in connection with business combinations accounted for using the acquisition method of accounting. Goodwill is not amortized, but instead goodwill is required to be tested for impairment annually and under certain circumstances. We perform such testing of goodwill in the fourth quarter of each year, or as events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

If we determine that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we then conduct a two-step test for impairment of goodwill. The first step of the test for goodwill impairment compares the fair value of the applicable reporting unit with its carrying value. If the fair value of a reporting unit is less than the reporting unit's carrying value, we will perform the second step of the test for impairment of goodwill. During the second step of the test for impairment of goodwill, we will compare the implied fair value of the reporting unit's goodwill with the carrying value of that goodwill. If the carrying value of the goodwill exceeds the calculated implied fair value, the excess amount will be recognized as an impairment loss. We have one reporting unit and evaluate goodwill for impairment at the entity level. We completed our annual impairment test in our fourth quarter of fiscal year ended January 31, 2018, which did not result in any impairment of the goodwill balance.

All other intangible assets associated with purchased intangibles, consisting of existing technology, databases, customer contracts and relationships, software, and brand are stated at cost less accumulated amortization and are amortized on a straight-line basis over their estimated remaining economic lives. Amortization expense related to existing technology, databases and software is included in cost of subscription services. Amortization expense related to customer contracts and relationships and brand are included in sales and marketing expense.

### ***Long-Lived Assets***

Long-lived assets, such as property and equipment and intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, we first compare undiscounted cash flows expected to be generated by that asset or asset group to its carrying value. If the carrying value of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying value exceeds its fair value. There were no impairment charges recognized during fiscal years ended January 31, 2018, 2017 and 2016.

### ***Business Combinations***

We use our best estimates and assumptions to accurately assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. Our estimates are inherently uncertain and subject to refinement. During the measurement period, which may be up to one year

from the acquisition date, we may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill. In addition, uncertain tax positions and tax-related valuation allowances are initially established in connection with a business combination as of the acquisition date. We continue to collect information and reevaluate these estimates and assumptions quarterly and record any adjustments to our preliminary estimates to goodwill provided that we are within the measurement period. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to our consolidated statements of comprehensive income.

### ***Stock-based Compensation***

We recognize compensation expense for all stock-based awards, including stock options and restricted stock units (RSUs), based on the estimate of fair value of the award at the grant date. The fair value of each option award is estimated on the grant date using either a Monte Carlo simulation for market condition awards or Black-Scholes option-pricing model and a single option award approach. These models require that at the date of grant we determine the fair value of the underlying common stock, the expected term of the award, the expected volatility of the price of our common stock, risk-free interest rates, and expected dividend yield of our common stock. The fair value of each RSU award is measured based on the closing stock price of our common stock on the date of grant. We adopted ASU 2016-09 on February 1, 2017. Upon adoption, we elected to account for forfeitures as they occur and to no longer estimate for forfeitures. As such, we recorded a net cumulative-effect adjustment of \$0.7 million to increase our February 1, 2017 opening retained earnings balance. The compensation expense is recognized using a straight-line basis over the requisite service periods of the awards, which is generally four to nine years.

The fair value of each stock-based payment award and stock purchase right granted under the 2013 Employee Stock Purchase Plan (ESPP) was estimated on the date of grant using the Black-Scholes option pricing model. We recognized stock-based compensation expenses related to our ESPP on a straight-line basis over the offering period, which was seven months.

The determination of the grant date fair value of stock based payment awards using an option-pricing model are affected by assumptions regarding a number of other complex and subjective variables, which include our expected stock price volatility over the expected term of the options, stock option exercise and cancellation behaviors, risk-free interest rates and expected dividends.

### ***Cost of Revenues***

Cost of subscription services and professional services and other revenues are expensed as incurred. Cost of subscription services revenues for all of our solutions consists of expenses related to our computing infrastructure provided by third parties, including salesforce.com and Amazon Web Services, personnel related costs associated with hosting our subscription services and providing support, including our data stewards, operating lease expense associated with computer equipment and software and allocated overhead, amortization expense associated with capitalized internal-use software related to our subscription services and amortization expense associated with purchased intangibles related to our subscription services. Cost of subscription services revenues for Veeva CRM and certain of our multichannel customer relationship management applications includes fees paid to salesforce.com for our use of the Salesforce1 Platform and the associated hosting infrastructure and data center operations that are provided by salesforce.com.

Cost of professional services and other revenues primarily consists of employee-related expenses associated with providing these services, including salaries, benefits and stock-based compensation expense, third-party subcontractor costs, travel costs and allocated overhead.

### ***Sales Commissions***

Sales commissions paid for subscriptions are recorded as a component of sales and marketing expenses when earned by our sales team. Commissions are typically earned upon booking of a customer contract. Sales commission expense was \$21.9 million, \$22.0 million and \$16.4 million for the fiscal years ended January 31, 2018, 2017 and 2016, respectively.

### ***Advertising Expenses***

Advertising is expensed as incurred. Advertising expense was \$0.4 million, \$0.2 million and \$0.2 million for the fiscal years ended January 31, 2018, 2017 and 2016, respectively.

### ***Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

We regularly assess the realizability of our deferred tax assets and establish a valuation allowance if it is more-likely-than-not that some or all of our deferred tax assets will not be realized. We evaluate and weigh all available positive and negative evidence such as historic results, future reversals of existing deferred tax liabilities, projected future taxable income, as well as prudent and feasible tax-planning strategies. Generally, more weight is given to objectively verifiable evidence, such as the cumulative income in recent years.

We establish liabilities or reduce assets for uncertain tax positions when we believe certain tax positions are not more likely than not of being sustained if challenged. We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining whether the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. If we determine that a tax position will more likely than not be sustained on audit, the second step requires us to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement with the tax authority. We consider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments and may not accurately forecast actual outcomes. Determining whether an uncertain tax position is effectively settled requires judgment. Such a change in status or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

We recognize interest accrued and penalties related to unrecognized tax benefits in our income tax expense.

### ***Other Comprehensive Income***

Accumulated other comprehensive income is reported as a component of stockholders' equity and includes unrealized gains and losses on marketable securities that are available-for-sale and foreign currency translation adjustments.

### ***Foreign Currency Exchange***

The functional currency for Brazil, China, India, Japan, Korea and the Zinc subsidiaries in the United Kingdom is their local currency and for all other foreign subsidiaries their functional currency is

the U.S. dollar. Adjustments resulting from translating foreign functional currency financial statements into U.S. dollars for those entities that do not have U.S. dollars as their functional currency are recorded as part of a separate component of the consolidated statements of comprehensive income. Foreign currency transaction gains and losses are included in the consolidated statements of operations for the period. All monetary assets and liabilities denominated non-functional currency are translated into the functional currency at the exchange rate on the balance sheet date. Revenues and expenses are translated at the average exchange rate during the period. Equity transactions are translated using historical exchange rates.

### ***Warranties and Indemnification***

Our cloud applications are generally warranted to perform materially in accordance with our standard services description documentation. Additionally, our contracts generally include provisions for indemnifying customers against liabilities if our solutions infringe a third party's intellectual property rights, and we may also incur liabilities if we breach the security and/or confidentiality obligations in our contracts. To date, we have not incurred any material costs, and we have not accrued any liabilities in the accompanying consolidated financial statements, as a result of these obligations. We also entered into service-level agreements with our customers that specify required levels of application uptime and permit customers to receive credits or to terminate their agreements and receive a refund of prepaid amounts related to unused subscription services in the event that we fail to meet required performance levels. As of January 31, 2018, we have not accrued any liabilities related to these agreements in the consolidated financial statements.

### ***New Accounting Pronouncements Adopted in Fiscal 2018***

#### *Stock-Based Compensation*

In March 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-09, "*Compensation-Stock Compensation: Improvements to Employee Share-Based Payment.*" The guidance simplifies several aspects of the accounting for employee share-based transactions, including the income tax consequences on the statement of comprehensive income, accounting for forfeitures, the classification on the statement of cash flows, and the calculation of diluted shares. The new standard is effective for interim and annual periods beginning after December 15, 2016. We adopted this standard on February 1, 2017 and the impact of this adoption was as follows:

- The standard eliminates additional paid in capital (APIC) pools and requires excess tax benefits and deficiencies to be recorded in the income statement as a discrete item when restricted stock units vest or stock options are settled. The adoption of this guidance on a prospective basis resulted in the recognition of excess tax benefits in our provision for income taxes of \$8.6 million and \$45.8 million for the three months and fiscal year ended January 31, 2018.
- Upon adoption, we elected to account for forfeitures as they occur and to no longer estimate forfeitures using a modified retrospective transition method, which resulted in a net cumulative-effect adjustment of \$0.7 million to increase our February 1, 2017 opening retained earnings balance.
- In addition, ASU 2016-09 requires excess tax benefits and deficiencies to be classified as operating activities on the consolidated statement of cash flows. Previously, these items were classified as financing activities. We have elected to present the cash flow impact using a prospective transition method. As a result, there were no adjustments to the consolidated statement of cash flows for the three months and fiscal year ended January 31, 2018.

Excess tax benefits and deficiencies must be prospectively excluded from assumed future proceeds in the calculation of diluted shares when using the treasury stock method. The effect of this change on the fully diluted net income per share was immaterial for the three months and fiscal year ended January 31, 2018.

## Recently Issued Accounting Pronouncements

### Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers" (Topic 606). This guidance outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model requires revenue to be recognized when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. ASU 2014-09 supersedes the existing revenue recognition guidance in "Revenue Recognition (Topic 605)". In accordance with the deferral, this guidance will be effective for our fiscal year beginning February 1, 2018. We elected to adopt the requirements of the new standard as of February 1, 2018 using the full retrospective transition method.

The adoption of the new standard primarily impacts our accounting for non-cancelable multi-year contracts and will result in an increase to previously reported revenue. For instance, with respect to certain of our multi-year orders in which fees increase from year to year, Topic 606 may require that the total contracted revenue for the entire multi-year term of the order be recognized ratably in the same amount in each year, whereas previously we recognized revenue ratably over the term of each annual invoice period. The adoption of the new standard also impacts changes in our accounting method related to the deferral of costs to obtain customer contracts, which is comprised of commissions on our subscription services arrangements and the other associated fringe benefits. Such costs were expensed as incurred under Topic 605. Under the new standard, these costs are generally capitalized and amortized over the costs' associated term of economic benefit, which will affect our operating margin as well as the classification and magnitude of the deferred costs for each reporting period. We have determined that the term of economic benefit of our costs to obtain customer contracts is three years.

Select consolidated statements of comprehensive income line items, which reflect the adoption of the new standard are as follows (in thousands):

	Fiscal Year Ended January 31,			
	2018		2017	
	As Reported	As Adjusted	As Reported	As Adjusted
<b>Revenues:</b>				
Subscription services	\$554,446	\$559,434	\$434,316	\$440,815
<b>Operating expenses:</b>				
Sales and marketing	130,898	128,749	116,803	110,582
Operating income	150,792	157,929	107,968	120,688
<b>Net income</b>	<u>\$141,966</u>	<u>\$151,176</u>	<u>\$ 68,804</u>	<u>\$ 77,572</u>
<b>Net income per share attributable to Class A and Class B common stockholders:</b>				
<b>Basic</b>	<u>\$ 1.01</u>	<u>\$ 1.08</u>	<u>\$ 0.51</u>	<u>\$ 0.57</u>
<b>Diluted</b>	<u>\$ 0.92</u>	<u>\$ 0.98</u>	<u>\$ 0.47</u>	<u>\$ 0.53</u>



Select consolidated balance sheet line items, which reflect the adoption of the new standard are as follows (in thousands):

	Fiscal Year Ended January 31, 2018	
	As Reported	As Adjusted
<b>Assets</b>		
Unbilled accounts receivable	\$ 9,063	\$ 13,348
Deferred costs, net, noncurrent	—	30,306
Deferred income taxes, non-current	3,490	2,222
<b>Liabilities</b>		
Deferred revenue	\$275,446	\$266,939
Deferred income taxes, non-current	3,828	10,949
<b>Stockholders' equity:</b>		
Retained earnings	\$354,850	\$389,559

## Note 2. Short-Term Investments

At January 31, 2018, short-term investments consisted of the following (in thousands):

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Available-for-sale securities:				
Asset-backed securities	\$ 67,875	\$—	\$ (424)	\$ 67,451
Commercial paper	19,926	—	(12)	19,914
Corporate notes and bonds	160,499	1	(759)	159,741
Foreign government bonds	1,504	—	(18)	1,486
Mortgage backed securities	11,555	—	(75)	11,480
U.S. agency obligations	71,206	1	(76)	71,131
U.S. treasury securities	110,707	5	(136)	110,576
Total available-for-sale securities	<u>\$443,272</u>	<u>\$ 7</u>	<u>\$(1,500)</u>	<u>\$441,779</u>

At January 31, 2017, short-term investments consisted of the following (in thousands):

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Available-for-sale securities:				
Asset-backed securities	\$ 20,729	\$ 5	\$ (16)	\$ 20,718
Commercial paper	20,567	4	(1)	20,570
Corporate notes and bonds	92,843	14	(101)	92,756
U.S. agency obligations	87,091	12	(51)	87,052
U.S. treasury securities	80,277	4	(111)	80,170
Total available-for-sale securities	<u>\$301,507</u>	<u>\$39</u>	<u>\$(280)</u>	<u>\$301,266</u>

The following table summarizes the estimated fair value of our short-term investments, designated as available-for-sale and classified by the contractual maturity date of the securities as of the dates shown (in thousands):

	January 31,	
	2018	2017
Due in one year or less	\$308,172	\$225,183
Due in greater than one year	133,607	76,083
Total	<u>\$441,779</u>	<u>\$301,266</u>

We have certain available-for-sale securities in a gross unrealized loss position, some of which have been in that position for more than 12 months. We review our debt securities classified as short-term investments on a regular basis to evaluate whether or not any security has experienced an other-than-temporary decline in fair value. We consider factors such as the length of time and extent to which the market value has been less than the cost, our financial position and near-term prospects and our intent to sell, or whether it is more likely than not we will be required to sell the investment before recovery of the investment's amortized-cost basis. If we determine that an other-than-temporary decline exists in one of these securities, we would write down the respective investment to fair value. For debt securities, the portion of the write-down related to credit loss would be recognized as other income, net in our consolidated statements of comprehensive income. Any portion not related to credit loss would be included in accumulated other comprehensive income (loss). There were no impairments considered other-than-temporary as of January 31, 2018 and 2017.

The following table shows the fair values and the gross unrealized losses of these available-for-sale securities aggregated by investment category as of January 31, 2018 (in thousands):

	Fair value	Gross unrealized losses
Asset-backed securities	\$ 65,690	\$(424)
Commercial paper	19,914	(12)
Corporate notes and bonds	155,419	(759)
Foreign government bonds	1,485	(18)
Mortgage backed securities	11,481	(75)
U.S. agency obligations	66,655	(76)
U.S. treasury securities	82,147	(136)

The following table shows the fair values and the gross unrealized losses of these available-for-sale securities aggregated by investment category as of January 31, 2017 (in thousands):

	Fair value	Gross unrealized losses
Asset-backed securities	\$14,027	\$ (16)
Commercial paper	5,694	(1)
Corporate notes and bonds	67,220	(101)
U.S. agency obligations	40,549	(51)
U.S. treasury securities	68,704	(111)

### Note 3. Property and Equipment, Net

Property and equipment, net consists of the following as of the dates shown (in thousands):

	January 31,	
	2018	2017
Land	\$ 3,040	\$ 3,040
Building	20,984	20,984
Land improvements and building improvements	20,073	14,731
Equipment and computers	7,732	7,197
Furniture and fixtures	9,619	7,322
Leasehold improvements	3,637	2,615
Construction in progress	36	2,889
	65,121	58,778
Less accumulated depreciation	(12,837)	(8,871)
Total property and equipment, net	\$ 52,284	\$49,907

Total depreciation expense was \$5.9 million, \$4.9 million and \$3.1 million for the fiscal years ended January 31, 2018, 2017 and 2016, respectively. Land is not depreciated.

### Note 4. Intangible Assets and Goodwill

The following schedule presents the details of intangible assets as of January 31, 2018 (dollar amounts in thousands):

	January 31, 2018			
	Gross carrying amount	Accumulated amortization	Net	Remaining useful life (in years)
Existing technology	\$ 3,880	\$ (3,509)	\$ 371	0.8
Database	4,939	(4,091)	848	2.0
Customer contracts and relationships	33,643	(8,798)	24,845	7.5
Software	10,867	(5,820)	5,047	2.2
Brand	1,141	(762)	379	1.2
	\$54,470	\$(22,980)	\$31,490	

The following schedule presents the details of intangible assets as of January 31, 2017 (dollar amounts in thousands):

	January 31, 2017			
	Gross carrying amount	Accumulated amortization	Net	Remaining useful life (in years)
Existing technology	\$ 3,880	\$ (2,733)	\$ 1,147	1.6
Database	4,939	(3,291)	1,648	2.5
Customer contracts and relationships	33,643	(5,245)	28,398	8.5
Software	10,867	(3,481)	7,386	3.2
Brand	1,141	(437)	704	2.2
	\$54,470	\$(15,187)	\$39,283	

Amortization expense associated with intangible assets for the fiscal years ended January 31, 2018, 2017 and 2016 was \$7.8 million, \$8.2 million and \$4.3 million, respectively.

The estimated amortization expense for intangible assets for the next five years and thereafter is as follows as of January 31, 2018 (in thousands):

Period	Estimated amortization expense
Fiscal 2019	\$ 6,969
Fiscal 2020	6,062
Fiscal 2021	3,629
Fiscal 2022	3,182
Fiscal 2023	3,182
Thereafter	8,466
Total	<u>\$31,490</u>

### Note 5. Accrued Expenses

Accrued expenses consisted of the following as of the dates shown (in thousands):

	January 31,	
	2018	2017
Accrued commissions	\$ 3,565	\$ 3,754
Accrued bonus	3,068	2,333
Deferred compensation associated with Zinc Ahead	467	333
Accrued vacation	2,608	1,866
Payroll tax payable	3,580	1,402
Accrued other compensation and benefits	3,766	2,319
Total accrued compensation and benefits	<u>\$17,054</u>	<u>\$12,007</u>
Accrued fees payable to salesforce.com	4,929	4,520
Accrued third-party professional services subcontractors' fees	1,614	953
Taxes payable	3,009	2,663
Other accrued expenses	3,600	4,174
Total accrued expenses and other current liabilities	<u>\$13,152</u>	<u>\$12,310</u>

### Note 6. Fair Value Measurements

We apply the provisions of FASB Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurements and Disclosures*, for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the consolidated financial statements. ASC Topic 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 also establishes a framework for measuring fair value and expands disclosures about fair value measurements.

The carrying amounts of accounts receivable and other current assets, accounts payable and accrued liabilities approximate their fair value due to their short-term nature.

Financial assets and liabilities recorded at fair value in the consolidated financial statements are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels, which are directly related to the amount of subjectivity associated with the inputs to the valuation of these assets or liabilities are as follows:

Level 1 — Observable inputs, such as quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Financial assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires management to make judgments and considers factors specific to the asset or liability.

The following table presents the fair value hierarchy for financial assets measured at fair value on a recurring basis as of January 31, 2018 (in thousands):

	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash equivalents:				
Money market funds	\$25,820	\$ —	\$—	\$ 25,820
Commercial paper	—	1,999	—	1,999
Corporate notes and bonds	—	2,080	—	2,080
U.S. treasury securities	—	8,000	—	8,000
Short-term investments:				
Asset-backed securities	—	67,451	—	67,451
Commercial paper	—	19,914	—	19,914
Corporate notes and bonds	—	159,741	—	159,741
Foreign government bonds	—	1,486	—	1,486
Mortgage backed securities	—	11,480	—	11,480
U.S. agency obligations	—	71,131	—	71,131
U.S. treasury securities	—	110,576	—	110,576
Foreign currency derivative contracts	—	127	—	127
Total	<u>\$25,820</u>	<u>\$453,985</u>	<u>\$—</u>	<u>\$479,805</u>
<b>Liabilities</b>				
Foreign currency derivative contracts				
Total	<u>\$ —</u>	<u>\$ 391</u>	<u>\$—</u>	<u>\$ 391</u>

The following table presents the fair value hierarchy for financial assets measured at fair value on a recurring basis as of January 31, 2017 (in thousands):

	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	\$20,174	\$ —	\$—	\$ 20,174
Corporate notes and bonds	—	—	—	—
U.S. agency obligations	—	5,450	—	5,450
Short-term investments:				
Asset-backed securities	—	20,718	—	20,718
Commercial paper	—	20,570	—	20,570
Corporate notes and bonds	—	92,756	—	92,756
U.S. agency obligations	—	87,052	—	87,052
U.S. treasury securities	—	80,170	—	80,170
Total	<u>\$20,174</u>	<u>\$306,716</u>	<u>\$—</u>	<u>\$326,890</u>

We determine the fair value of our security holdings based on pricing from our service providers and market prices from industry-standard independent data providers. The valuation techniques used to measure the fair value of financial instruments having Level 2 inputs were derived from non-binding consensus prices that are corroborated by observable market data or quoted market prices for similar instruments. Such market prices may be quoted prices in active markets for identical assets (Level 1 inputs) or pricing determined using inputs other than quoted prices that are observable either directly or indirectly (Level 2 inputs). We perform procedures to ensure that appropriate fair values are recorded such as comparing prices obtained from other sources.

### **Balance Sheet Hedges**

During the fiscal year ended January 31, 2018, we entered into foreign currency forward contracts (the "Forward Contracts") in order to hedge our foreign currency exposure. A foreign currency forward contract is a commitment to deliver a certain amount of currency at a certain price on a specific date in the future. By entering into Forward Contracts and holding them to maturity, we are locked into a future currency exchange rate in an amount equal to and for the terms of the Forward Contracts. We account for derivative instruments at fair value with changes in the fair value recorded as a component of other income, net in our consolidated statements of comprehensive income. Cash flows from such forward contracts are classified as operating activities. During the fiscal year ended January 31, 2018, we recognized realized foreign currency gains on hedging of \$4.3 million.

Details on outstanding balance sheet hedges are presented below as of the date shown below (in thousands):

		January 31, 2018
<b>Derivative Assets</b>	<b>Balance Sheet Location</b>	
Derivatives not designated as hedging instruments:		
Foreign currency derivative contracts	Prepaid expenses and other current assets	<u>\$127</u>
<b>Derivative Liabilities</b>		
Derivatives not designated as hedging instruments:		
Foreign currency derivative contracts	Accrued expenses	<u>\$391</u>

The Fair value of our outstanding derivative instruments is summarized below (in thousands):

	January 31, 2018
Notional amount of foreign currency derivative contracts	\$36,266
Fair value of foreign currency derivative contracts	36,531

### **Note 7. Other Income, Net**

Other income, net consisted of the following (in thousands):

	Fiscal Year Ended January 31,		
	2018	2017	2016
Foreign currency gain (loss)	\$ 1,177	\$(1,009)	\$(1,785)
Amortization of investment premiums	(1,718)	(1,801)	(2,804)
Interest income	8,383	4,477	4,617
Other income, net	<u>\$ 7,842</u>	<u>\$ 1,667</u>	<u>\$ 28</u>

## Note 8. Income Taxes

The components of income before income taxes by U.S. and foreign jurisdictions were as follows for the periods shown (in thousands):

	Fiscal Year Ended January 31,		
	2018	2017	2016
United States	\$133,035	\$ 97,981	\$82,331
Foreign	25,599	11,654	(3,714)
Total	<u>\$158,634</u>	<u>\$109,635</u>	<u>\$78,617</u>

The majority of our revenues from international sales are invoiced from and collected by our U.S. entity and recognized as a component of income before taxes in the United States as opposed to a foreign jurisdiction.

Provision for income taxes consisted of the following for the periods shown (in thousands):

	Fiscal Year Ended January 31,		
	2018	2017	2016
Current provision:			
Federal	\$ 5,315	\$36,004	\$26,919
State	209	4,924	2,897
Foreign	8,022	4,976	826
Total	<u>\$13,546</u>	<u>\$45,904</u>	<u>\$30,642</u>
Deferred provision:			
Federal	3,884	(2,395)	(4,573)
State	304	(338)	(209)
Foreign	(1,066)	(2,340)	(1,703)
Total	<u>\$ 3,122</u>	<u>\$ (5,073)</u>	<u>\$ (6,485)</u>
Provision for income taxes	<u>\$16,668</u>	<u>\$40,831</u>	<u>\$24,157</u>

Provision for income taxes differed from the amount computed by applying the federal statutory income tax rate of 33.8%, to income before income taxes as a result of the following for the periods shown (in thousands):

	Fiscal Year Ended January 31,		
	2018	2017	2016
Federal tax statutory tax rate	\$ 53,629	\$38,371	\$27,489
State taxes	3,919	3,883	2,034
Nondeductible expenses	(462)	(367)	794
Research and development credit	(9,409)	(6,739)	(4,353)
Domestic manufacturing deduction	(1,096)	(1,678)	(1,712)
Stock-based compensation	(37,347)	4,338	3,331
Foreign rate differential	(2,207)	1,042	(5,104)
Valuation allowance	4,010	1,630	5,655
Impact of foreign operations	4,842	1,891	—
Tax election benefit	—	—	(2,865)
Others	789	(1,540)	(1,112)
Provision for income taxes	<u>\$ 16,668</u>	<u>\$40,831</u>	<u>\$24,157</u>

The tax effects of temporary differences that give rise to significant portions of our deferred tax assets and liabilities related to the following (in thousands):

	January 31,	
	2018	2017
Deferred Tax Assets:		
Accruals and reserves	\$ 8,444	\$ 11,022
Net operating loss carryforward	2,002	1,753
State income taxes	236	1,612
Tax credit carryforward	10,196	11,479
Other	30	264
Gross Deferred Tax Assets	\$ 20,908	\$ 26,130
Valuation Allowance	(10,329)	(9,670)
Total Deferred Tax Assets	\$ 10,579	\$ 16,460
Deferred Tax Liabilities:		
Property and equipment	\$ (633)	\$ (906)
Intangible assets	(8,078)	(11,678)
Expensed internal-use software	(595)	(390)
Other	(1,611)	—
Total Deferred Tax Liabilities	\$(10,917)	\$(12,974)
Net Deferred Tax Assets	\$ (338)	\$ 3,486

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. As a result, a valuation allowance was assessed as it is not more likely than not that we will recognize the future benefits on certain net California deferred tax asset balances.

As of January 31, 2018, we did not have any net operating loss carryforwards for federal income tax purposes. As of January 31, 2018, the net operating loss carryforwards for state income tax purposes were approximately \$4.1 million. The federal net operating losses and the state net operating losses begin to expire in 2033.

As of January 31, 2018, we had \$15.9 million of California research and development tax credits available to offset future taxes, which do not expire.

We evaluate tax positions for recognition using a more-likely than-not recognition threshold, and those tax positions eligible for recognition are measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon the effective settlement with a taxing authority that has full knowledge of all relevant information.

On December 22, 2017, the Tax Act was enacted into law and amended certain provisions of the Internal Revenue Code of 1986 (IRC). Amendments to the IRC, include, among others, a reduction of the corporate income tax rate from 35% to 21% effective January 1, 2018, a transition tax on accumulated foreign earnings (transition tax), the shift from a worldwide to a territorial tax regime, and a limitation on the deductibility of executive compensation under IRC Section 162(m). Account Standards Codification (ASC) 740, "Income Taxes" (Topic 740), requires us to recognize the effect of the Tax Act in the period of enactment, such as remeasuring our U.S. deferred tax assets and liabilities as well as reassessing the net realizability of our deferred tax assets and liabilities.

However, the SEC staff issued Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (SAB 118), which allows companies the ability to record



provisional amounts during a measurement period not to extend more than one year beyond the Tax Act enactment date. Since the Tax Act was passed late in 2017 and further guidance and accounting interpretations are expected over the next 12 months, our provisional estimate on the effect of the Tax Act in our financial statements remains subject to change. We have considered the impact of the transition tax, and we expect to complete our analysis within the measurement period in accordance with SAB 118.

For the year ended January 31, 2018, the Company recognized provisional effects from the Tax Act, which include the remeasurement of the U.S. deferred tax assets and liabilities, application of the I.R.C. Section 162(m) provision and the transition tax. The effects of the 2017 Act had an immaterial impact on the Company's financial statements for the current year. The Company will continue to evaluate the impact based on future guidance from the Internal Revenue Service.

We classify unrecognized tax benefits that are not expected to result in payment or receipt of cash within one year as "other non-current liabilities" in the consolidated balance sheets. As of January 31, 2018, the total amount of gross unrecognized tax benefits was \$11.4 million, of which \$5.9 million, if recognized, would favorably impact our effective tax rate. The aggregate changes in our total gross amount of unrecognized tax benefits are summarized as follows for the periods shown (in thousands):

	Fiscal Year Ended January 31,		
	2018	2017	2016
Beginning balance	\$ 7,868	\$5,248	\$3,247
Increases related to tax positions taken during the prior period	189	24	160
Increases related to tax positions taken during the current period	4,032	2,888	2,185
Lapse of statute of limitations	(691)	(292)	(344)
Ending balance	<u>\$11,398</u>	<u>\$7,868</u>	<u>\$5,248</u>

Our policy is to classify interest and penalties associated with unrecognized tax benefits as income tax expense. Interest and penalties were not significant during fiscal year ended January 31, 2018.

We file tax returns in the United States for federal, California, and other states. Fiscal years ended January 31, 2015 and forward remain open to examination for federal income tax, and fiscal years ended January 31, 2014 and forward remain open to examination for California and other states. We file tax returns in multiple foreign jurisdictions. The fiscal years ended January 31, 2013 and forward remain open to examination in these foreign jurisdictions.

As of January 31, 2018, we had not made any tax provision for U.S. federal and state income taxes and foreign withholding taxes on an immaterial amount of undistributed cumulative earnings of foreign subsidiaries that would be potentially subject to taxes upon repatriation, because those earnings are considered to be indefinitely reinvested in those operations. If we were to repatriate these earnings to the United States, we would be subject to particular jurisdictional taxes.

## Note 9. Stockholders' Equity

### Common Stock

In connection with our initial public offering in October 2013 (IPO), we amended our certificate of incorporation to provide for Class A common stock, Class B common stock and preferred stock. Immediately prior to the consummation of the IPO, all outstanding shares of convertible preferred stock and common stock were converted into shares of Class B common stock. As a result, following the IPO, we have two classes of authorized common stock: Class A common stock and Class B common stock.

As of January 31, 2018, we had 117,246,735 shares of Class A common stock and 24,822,661 shares of Class B common stock outstanding, of which no shares of Class B common stock were unvested.

As of January 31, 2017, we had 103,789,544 shares of Class A common stock and 34,097,075 shares of Class B common stock outstanding, of which 2,500 shares of Class B common stock were unvested, resulting from employees exercising stock options prior to vesting.

## ***Employee Equity Plans***

### ***2007 Stock Plan***

Our board of directors adopted our 2007 Stock Plan (2007 Plan) in February 2007, and our stockholders approved it in February 2007. No further awards have been made under our 2007 Plan since the adoption of the 2012 Equity Incentive Plan. However, awards outstanding under our 2007 Plan will continue to be governed by their existing terms.

### ***2012 Equity Incentive Plan***

Our board of directors adopted our 2012 Equity Incentive Plan (2012 EIP) in November 2012, and our stockholders approved it in December 2012. An amendment and restatement of the 2012 EIP was approved by our board of directors in March 2013, and our stockholders approved it in March 2013. The 2012 EIP became effective on adoption and replaced our 2007 Plan. No further awards have been made under our 2012 EIP since the adoption of the 2013 Equity Incentive Plan. However, awards outstanding under the 2012 EIP will continue to be governed by their existing terms.

### ***2013 Equity Incentive Plan***

Our board of directors adopted our 2013 Equity Incentive Plan (2013 EIP) in August 2013, and our stockholders approved it in September 2013. The 2013 EIP became effective immediately on adoption although no awards were made under it until the date of our IPO on October 15, 2013, at which time our 2013 EIP replaced our 2012 EIP.

As of January 31, 2018, the number of shares of our Class A common stock available for issuance under the 2013 EIP was 18,856,595 plus any shares of our Class B common stock subject to awards under the 2012 EIP and the 2007 Plan that expire or lapse unexercised or, with respect to shares issued pursuant to such awards, are forfeited or repurchased by us after the date of our IPO on October 15, 2013. The number of shares available for issuance under the 2013 EIP automatically increases on the first business day of each of our fiscal years, commencing in 2014, by a number equal to the least of (a) 13.75 million shares, (b) 5% of the shares of all classes of our common stock outstanding on the last business day of the prior fiscal year, or (c) the number of shares determined by our board of directors. During our fiscal year ended January 31, 2018, our board of directors determined to add 6,204,897 shares of common stock to the 2013 EIP.

### ***2013 Employee Stock Purchase Plan***

Our ESPP was adopted by our board of directors in August 2013 and our stockholders approved it in September 2013. The ESPP became effective as of our IPO registration statement on Form S-1, on October 15, 2013. Our ESPP is intended to qualify under Section 423 of the Internal Revenue Code of 1986, as amended (Code). The ESPP was approved with a reserve of 4.0 million shares of Class A common stock for future issuance under various terms provided for in the ESPP. The number of shares available for issuance under the ESPP automatically increases on the first business day of each of our fiscal years, commencing in 2014, by a number equal to the least of (a) 2.2 million shares,

(b) 1% of the shares of all classes of our common stock outstanding on the last business day of the prior fiscal year or (c) the number of shares determined by our board of directors. Prior to the beginning of our fiscal year ended January 31, 2018, our board of directors determined not to increase the number of shares available for issuance under the ESPP.

During active offering periods, our ESPP permits eligible employees to acquire shares of our common stock at 85% of the lower of the fair market value of our Class A common stock on the first day of the applicable offering period or the fair market value of our Class A common stock on the purchase date. Participants may purchase shares of common stock through payroll deductions of up to 15% of their eligible compensation, subject to any plan limitations.

### ***Voting Rights***

The holders of our Class B common stock are entitled to ten votes per share, and holders of our Class A common stock are entitled to one vote per share. The holders of our Class A common stock and Class B common stock vote together as a single class, unless otherwise required by our restated certificate of incorporation or law. Delaware law could require either holders of our Class A common stock or our Class B common stock to vote separately as a single class in the following circumstances:

- if we were to seek to amend our restated certificate of incorporation to increase the authorized number of shares of a class of stock, or to increase or decrease the par value of a class of stock, then that class would be required to vote separately to approve the proposed amendment; and
- if we were to seek to amend our restated certificate of incorporation in a manner that alters or changes the powers, preferences or special rights of a class of stock in a manner that affected its holders adversely, then that class would be required to vote separately to approve the proposed amendment.

Our restated certificate of incorporation requires the approval of a majority of our outstanding Class B common stock voting as a separate class for any transaction that would result in a change in control of our company.

Stockholders do not have the ability to cumulate votes for the election of directors. Our restated certificate of incorporation and amended and restated bylaws that became effective upon the closing of our IPO provide for a classified board of directors consisting of three classes of approximately equal size, each serving staggered three-year terms. Only one class of directors will be elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms.

### ***Dividend Rights***

Holders of outstanding shares of our common stock are entitled to receive dividends out of funds legally available if our board of directors, in its discretion, determines to issue dividends and only then at the times and in the amounts that our board of directors may determine. To date, no dividends have been declared or paid by us.

### ***No Preemptive or Similar Rights***

Our common stock is not entitled to preemptive rights and is not subject to conversion, redemption or sinking fund provisions.

### ***Right to Receive Liquidation Distributions***

Upon our dissolution, liquidation or winding-up, the assets legally available for distribution to our stockholders are distributable ratably among the holders of our common stock, subject to prior

satisfaction of all outstanding debt and liabilities and the preferential rights and payment of liquidation preferences, if any, on any outstanding shares of preferred stock.

### ***Conversion Rights***

Each outstanding share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon any transfer, whether or not for value, which occurs following the closing of our IPO, except for certain permitted transfers described in our restated certificate of incorporation, including transfers to any “permitted transferee” as defined in our restated certificate of incorporation, which includes, among others, transfers:

- to trusts, corporations, limited liability companies, partnerships, foundations or similar entities established by a Class B stockholder, provided that:
  - such transfer is to entities established by a Class B stockholder where the Class B stockholder retains the exclusive right to vote and direct the disposition of the shares of Class B common stock; or
  - such transfer does not involve payment of cash, securities, property or other consideration to the Class B stockholder.

Once converted into Class A common stock, a share of Class B common stock may not be reissued.

All the outstanding 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: (i) upon the election of the holders of a majority of the then-outstanding shares of Class B common stock or (ii) October 15, 2023. Following such conversion, each share of common stock will have one vote per share and the rights of the holders of all outstanding common stock will be identical. Once converted into a single class of common stock, the Class A and Class B common stock may not be reissued.

### ***Early Exercise of Employee Options***

We historically have allowed for the early exercise of options granted under the 2007 Plan prior to vesting. The 2007 Plan allows for such exercises by means of cash payment, surrender of already outstanding common stock, a same day broker assisted sale or through any other form or method consistent with applicable laws, regulations and rules. Historically, all exercises have been through cash payment. The unvested shares are subject to our repurchase right at the original purchase price. The proceeds initially are recorded as an accrued liability from the early exercise of stock options, and reclassified to common stock as our repurchase right lapses. As of January 31, 2018 and 2017, there were no unvested shares and 2,500 unvested shares, respectively, which were subject to repurchase at an aggregate price of an immaterial amount.

These repurchase terms are considered to be a forfeiture provision and do not result in variable accounting. The restricted shares issued upon early exercise of stock options are legally issued and outstanding. However, these restricted shares are only deemed outstanding for basic earnings per share computation purposes upon the respective repurchase rights lapsing. We treat cash received from employees for the exercise of unvested options as a refundable deposit included as a liability in our consolidated balance sheets. During fiscal years ended January 31, 2018 and 2017, we recorded an immaterial amount of cash received for early exercise of options in accrued expenses. Amounts from accrued expenses are reclassified to common stock and additional paid-in capital as the shares vest.

### Stock Option Activity

The 2007 Stock Plan and the 2012 EIP provided, and the 2013 EIP provides, for the issuance of incentive and nonstatutory options to employees, consultants and non-employee directors. Options issued under and outside of the 2007 Plan generally are exercisable for periods not to exceed 10 years and generally vest over four to five years. Options issued under the 2012 EIP and 2013 EIP generally are exercisable for periods not to exceed 10 years and generally vest over five to nine years. A summary of stock option activity for fiscal year ended January 31, 2018 is presented below:

	Number of shares	Weighted average exercise price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value
Options outstanding at January 31, 2017	16,282,343	\$ 7.48	6.3	\$567,491,532
Options granted	2,879,635	59.97		
Options exercised	(2,935,962)	7.22		
Options forfeited/cancelled	(201,870)	22.84		
Options outstanding at January 31, 2018	<u>16,024,146</u>	\$16.76	6.1	\$738,648,507
Options vested and exercisable at January 31, 2018	6,319,293	\$ 5.47	4.9	\$362,644,996
Options vested and exercisable at January 31, 2018 and expected to vest thereafter	16,024,146	\$16.76	6.1	\$738,648,507

The weighted average grant-date fair value of options granted during fiscal years ended January 31, 2018, 2017 and 2016 was \$30.87, \$14.12, and \$12.36, respectively, per share.

As of January 31, 2018, there was \$113.6 million in unrecognized compensation cost related to unvested stock options granted under the 2007 Plan, 2012 EIP and 2013 EIP. This cost is expected to be recognized over a weighted average period of 4.0 years.

As of January 31, 2018, we had authorized and unissued shares of common stock sufficient to satisfy exercises of stock options.

Our closing stock price as reported on the New York Stock Exchange as of January 31, 2018, the last trading day of fiscal year 2018 was \$62.86. The total intrinsic value of options exercised was \$140.3 million for the fiscal year ended January 31, 2018.

### Restricted Stock Units

The 2013 EIP provides for the issuance of RSUs to employees. RSUs issued under the 2013 EIP generally vest over four years. A summary of RSU activity for fiscal year ended January 31, 2018 is presented below:

	Unreleased restricted stock units	Weighted average grant date fair value
Balance at January 31, 2017	3,362,650	\$29.33
RSUs granted	1,201,849	53.97
RSUs vested	(1,247,103)	31.52
RSUs forfeited/cancelled	(415,660)	32.54
Balance at January 31, 2018	<u>2,901,736</u>	\$38.14

During the fiscal year ended January 31, 2018, we issued RSUs under the 2013 EIP with a weighted-average grant date fair value of \$53.97.

As of January 31, 2018, there was a total of \$103.2 million in unrecognized compensation cost related to unvested RSUs, which are expected to be recognized over a weighted-average period of approximately 2.5 years. The total intrinsic value of RSUs vested was \$70.7 million for the fiscal year ended January 31, 2018.

### **Stock-Based Compensation**

Compensation expense related to share-based transactions, including equity awards to employees, consultants, and non-employee directors, is measured and recognized in the consolidated financial statements based on fair value. The fair value of each option award is estimated on the grant date using the Monte Carlo simulation or Black-Scholes option-pricing model. The stock-based compensation expense is recognized using a straight-line basis over the requisite service periods of the awards, which is generally four to nine years. For RSUs, fair value is based on the closing price of our common stock on the grant date.

We adopted ASU 2016-09 on February 1, 2017. Upon adoption, we elected to account for forfeitures as they occur and to no longer estimate for forfeitures. As such, we recorded a net cumulative-effect adjustment of \$0.7 million to increase our February 1, 2017 opening retained earnings balance. See notes 1 and 8 for additional information on the tax impact.

Our option-pricing model requires the input of subjective assumptions, including the fair value of the underlying common stock, the expected term of the option, the expected volatility of the price of our common stock, risk-free interest rates, and the expected dividend yield of our common stock. The assumptions used in our option-pricing model represent management's best estimates. These estimates involve inherent uncertainties and the application of management's judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future.

These assumptions are estimated as follows:

- *Risk-Free Interest Rate.* We base the risk-free interest rate used in the Black-Scholes valuation model on the implied yield available on U.S. Treasury zero-coupon issues with an equivalent expected term of the options for each option group.
- *Expected Term.* The expected term represents the period that our stock-based awards are expected to be outstanding. As we do not have sufficient historical experience for determining the expected term of the stock option awards granted, we have based our expected term on the simplified method available under GAAP.
- *Volatility.* We determine the price volatility factor based on the historical volatility of our common stock over the expected term.
- *Dividend Yield.* We have not paid and do not expect to pay dividends.

The following table presents the weighted-average assumptions used to estimate the grant date fair value of options granted during the periods presented:

	Fiscal Year Ended January 31,		
	2018	2017	2016
Volatility	42% — 44%	45% — 46%	45% — 46%
Expected term (in years)	6.35	6.31 — 7.56	5.50 — 6.32
Risk-free interest rate	1.86% — 2.21%	1.48% — 2.10%	1.69% — 1.84%
Dividend yield	0%	0%	0

During the quarter ended January 31, 2018, we granted 2,838,635 stock options to our CEO. The stock option award is made up of five separate tranches. The first tranche vests over time, while the remaining four tranches vest based on certain stock price targets (market conditions). The grant date fair values of each tranche were calculated using a Monte Carlo simulation model. We have based our expected term on the historical stock activity behavior of our CEO. The following table provides the assumptions used in the Monte Carlo simulation for each tranche granted:

Volatility	41%
Expected term (in years)	10.00
Risk-free interest rate	2.53%
Dividend yield	0%

For the years ended January 31, 2018, 2017 and 2016, we capitalized an immaterial amount of stock-based compensation as part of our internal-use software capitalization.

### ***Employee Stock Purchase Plan***

The initial offering period for our Employee Stock Purchase Plan (ESPP) commenced on the date of our initial public offering and ended on June 15, 2014. During our initial ESPP offering period 350,059 shares of Class A Common Stock were purchased. We have not had an open offering period subsequent to the initial offering period, and do not currently have an active, open offering period under our ESPP.

During active offering periods, our ESPP permits eligible employees to acquire shares of our common stock at 85% of the lower of the fair market value of our Class A common stock on the first day of the applicable offering period or the fair market value of our Class A common stock on the purchase date. Participants may purchase shares of common stock through payroll deductions of up to 15% of their eligible compensation, subject to any plan limitations.

The following table presents the weighted-average assumptions used to calculate our stock-based compensation for the stock purchases under the ESPP:

Volatility	44%
Expected term (in years)	0.58
Risk-free interest rate	0.10%
Dividend yield	0%

### **Note 10. Net Income per Share Attributable to Common Stockholders**

We compute net income per share of our Class A and Class B common stock using the two-class method required for participating securities. We consider unvested shares issued upon the early exercise of options to be participating securities as the holders of these shares have a non-forfeitable right to dividends in the event of our declaration of a dividend for common shares.

Under the two-class method, net income attributable to common stockholders is determined by allocating undistributed earnings, calculated as net income, less earnings attributable to participating securities.

The net income per share attributable to common stockholders is allocated based on the contractual participation rights of the Class A common stock and Class B common stock as if the income for the year has been distributed. As the liquidation and dividend rights are identical, the net loss attributable to common stockholders is allocated on a proportionate basis.

Basic net income per share of common stock is computed by dividing the net income attributable to common stockholders by the weighted-average number of shares of common stock outstanding

during the period. All participating securities are excluded from the basic weighted-average shares of common stock outstanding. Unvested shares of common stock resulting from the early exercises of stock options are excluded from the calculation of the weighted-average shares of common stock until they vest as they are subject to repurchase until they are vested. The unvested shares of common stock resulting from early exercises of stock options accounted for all of our participating securities.

Diluted net income per share attributable to common stockholders is computed by dividing net income attributable to common stockholders by the weighted-average shares outstanding, including potentially dilutive shares of common equivalents outstanding during the period. The dilutive effect of potential shares of common stock are determined using the treasury stock method.

Undistributed net income for a given period is apportioned to participating securities based on the weighted-average shares of each class of common stock outstanding during the applicable period as a percentage of the total weighted-average shares outstanding during the same period.

For purposes of the diluted net income per share attributable to common stockholders calculation, unvested shares of common stock resulting from the early exercises of stock options and unvested options to purchase common stock are considered to be potentially dilutive shares of common stock. In addition, the computation of the fully diluted net income per share of Class A common stock assumes the conversion from Class B common stock, while the fully diluted net income per share of Class B common stock does not assume the conversion of those shares.



The numerators and denominators of the basic and diluted EPS computations for our common stock are calculated as follows (in thousands, except per share data):

	For the fiscal year ended January 31,					
	2018		2017		2016	
	Class A	Class B	Class A	Class B	Class A	Class B
<b>Basic</b>						
Numerator						
Net income	\$113,818	\$28,148	\$ 49,799	\$19,005	\$ 31,453	\$23,007
Undistributed earnings allocated to participating securities	—	—	(2)	(1)	(27)	(20)
Net income attributable to common stockholders, basic	<u>\$113,818</u>	<u>\$28,148</u>	<u>\$ 49,797</u>	<u>\$19,004</u>	<u>\$ 31,426</u>	<u>\$22,987</u>
Denominator						
Weighted average shares used in computing net income per share attributable to common stockholders, basic	112,491	27,820	98,216	37,482	76,246	55,774
Net income per share attributable to common stockholders, basic	<u>\$ 1.01</u>	<u>\$ 1.01</u>	<u>\$ 0.51</u>	<u>\$ 0.51</u>	<u>\$ 0.41</u>	<u>\$ 0.41</u>
<b>Diluted</b>						
Numerator						
Net income attributable to common stockholders, basic	\$113,818	\$28,148	\$ 49,797	\$19,004	\$ 31,426	\$22,987
Reallocation as a result of conversion of Class B to Class A common stock:						
Net income attributable to common stockholders, basic	28,148	—	19,004	—	22,987	—
Reallocation of net income to Class B common stock	—	9,902	—	4,009	—	2,808
Net income attributable to common stockholders, diluted	<u>\$141,966</u>	<u>\$38,050</u>	<u>\$ 68,801</u>	<u>\$23,013</u>	<u>\$ 54,413</u>	<u>\$25,795</u>
Denominator						
Number of shares used for basic EPS computation	112,491	27,820	98,216	37,482	76,246	55,774
Conversion of Class B to Class A common stock	27,820	—	37,482	—	55,774	—
Effect of potentially dilutive common shares	13,370	13,370	11,880	11,880	12,957	12,957
Weighted average shares used in computing net income per share attributable to common stockholders, diluted	<u>153,681</u>	<u>41,190</u>	<u>147,578</u>	<u>49,362</u>	<u>144,977</u>	<u>68,731</u>
Net income per share attributable to common stockholders, diluted	<u>\$ 0.92</u>	<u>\$ 0.92</u>	<u>\$ 0.47</u>	<u>\$ 0.47</u>	<u>\$ 0.38</u>	<u>\$ 0.38</u>

Potential common share equivalents excluded where the inclusion would be anti-dilutive are as follows:

	Fiscal Year Ended January 31,		
	2018	2017	2016
Options and awards to purchase shares not included in the computation of diluted net income per share because their inclusion would be anti-dilutive	833,691	2,040,238	886,472

## **Note 11. Commitments and Contingencies**

### ***Litigation***

#### ***IQVIA Litigation Matter.***

IQVIA's Complaint Alleging Theft of Trade Secrets. On January 10, 2017, IQVIA Inc. (formerly Quintiles IMS Incorporated) and IMS Software Services, Ltd. (collectively, "IQVIA") filed a complaint against us in the U.S. District Court for the District of New Jersey (*IQVIA Inc. v. Veeva Systems Inc.* (No. 2:17-cv-00177)). In the complaint, IQVIA alleges that we have used unauthorized access to proprietary IQVIA data to improve our software and data products, and that our software is designed to steal IQVIA trade secrets. IQVIA further alleges that we have intentionally gained unauthorized access to IQVIA proprietary information to gain an unfair advantage in marketing our products, and that we have made false statements concerning IQVIA's conduct and our data security capabilities. IQVIA asserts claims under both federal and state theft of trade secret laws, federal false advertising law, and common law claims for unjust enrichment, tortious interference, and unfair trade practices. The complaint seeks declaratory and injunctive relief and unspecified monetary damages.

On March 13, 2017, we filed our Answer and Counterclaims to IQVIA's complaint, a motion to dismiss all of IQVIA's claims except for those asserted under the Lanham Act, and a motion to transfer the case to the U.S. District Court for the Northern District of California. IQVIA's oppositions to each of those motions were filed on April 3, 2017, and our replies to IQVIA's oppositions were filed on April 10, 2017. On June 23, 2017, the court denied our motion to transfer the case. On October 26, 2017, the court denied our motion to dismiss.

While it is not possible at this time to predict with any degree of certainty the ultimate outcome of this action, and we are unable to make a meaningful estimate of the amount or range of loss, if any, that could result from any unfavorable outcome, we believe that IQVIA's claims lack merit.

Veeva's Counterclaim Complaint Alleging Violations of Federal and State Antitrust Laws. On March 13, 2017, we filed counterclaims in the action instituted by IQVIA in the U.S. District Court for the District of New Jersey.

Our counterclaims allege that IQVIA has abused monopoly power as the dominant provider of data products for life sciences companies to exclude Veeva OpenData and Veeva Network from their respective markets. The counterclaims allege that IQVIA has engaged in various tactics to prevent customers from using our applications and has deliberately raised costs and difficulty for customers attempting to switch from IQVIA to our data products.

The counterclaims assert federal and state antitrust claims, as well as claims under California's Unfair Practices Act and common law claims for intentional interference with contractual relations and intentional interference with prospective economic advantage. The counterclaims seek injunctive relief, monetary damages exceeding \$200 million, and attorneys' fees.

On May 3, 2017, in lieu of filing an answer, IQVIA filed a motion to dismiss our counterclaims. Our opposition to IQVIA's motion to dismiss was filed on June 5, 2017, and IQVIA's reply to our opposition was filed on June 19, 2017. That motion remains pending and a hearing has been set for April 20, 2018.

Discovery in the IQVIA litigation is ongoing, and a case management schedule was entered on August 18, 2017. On January 10, 2018, the court appointed a special master to oversee discovery. No trial date has yet been set.

#### ***Medidata Litigation Matter.***

On January 26, 2017, Medidata Solutions, Inc. filed a complaint in the U.S. District Court for the Southern District of New York (*Medidata Solutions, Inc. v. Veeva Systems Inc. et al.* (No. 1:17-cv-

00589)) against us and five individual Veeva employees who previously worked for Medidata (“Individual Employees”). The Complaint alleged that we induced and conspired with the Individual Employees to breach their employment agreements, including non-compete and confidentiality provisions, and to misappropriate Medidata’s confidential and trade secret information. The Complaint sought declaratory and injunctive relief, unspecified monetary damages, and attorneys’ fees.

On February 21, 2017, Medidata and its subsidiary MDSOL Europe Limited (collectively, “Medidata”) filed a First Amended Complaint asserting the same allegations and claims. On March 1, 2017, Medidata voluntarily dismissed the Individual Defendants without prejudice. On March 3, 2017, we filed a motion to compel the entire matter to private arbitration, which Medidata opposed.

On August 16, 2017, the district court issued an order denying Veeva’s motion to compel arbitration. On August 24, 2017, Veeva appealed the court’s order to the U.S. Court of Appeals for the Second Circuit. On January 26, 2018, Medidata filed a motion to dismiss this appeal. The Second Circuit has not yet set a date for oral argument.

On August 30, 2017, Veeva filed a motion to dismiss Medidata’s entire complaint for failure to state a claim upon which relief may be granted. On September 20, 2017, Medidata filed a Second Amended Complaint, asserting additional allegations against the Individual Employees. The district court held an initial pretrial conference on September 28, 2017, but did not issue a scheduling order.

On October 5, 2017, Veeva filed a renewed motion to compel arbitration of Medidata’s Second Amended Complaint, and that motion was denied by the district court on February 27, 2018. On March 9, 2018, Veeva filed a notice of appeal of this order.

While it is not possible at this time to predict with any degree of certainty the ultimate outcome of this action, and we are unable to make a meaningful estimate of the amount or range of loss, if any, that could result from any unfavorable outcome, we deny Medidata’s allegations and will continue to vigorously defend ourselves against Medidata’s lawsuit.

### ***Other Litigation Matters***

From time to time, we may be involved in other legal proceedings and subject to claims incident to the ordinary course of business. Although the results of such legal proceedings and claims cannot be predicted with certainty, we believe we are not currently a party to any other legal proceedings, the outcome of which, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, cash flows or financial position. Regardless of the outcome, such proceedings can have an adverse impact on us because of defense and settlement costs, diversion of resources and other factors, and there can be no assurances that favorable outcomes will be obtained.

Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment or remediation can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

### ***Leases***

We have several non-cancelable operating leases, primarily for offices and servers. Rental payments include minimum rental fees.

Minimum rent payments under operating leases are recognized on a straight-line basis over the term of the lease including any periods of free rent. Rent expense for operating leases were \$5.0 million, \$4.5 million and \$4.4 million, for the fiscal years ended January 31, 2018, 2017 and 2016, respectively.

Future minimum lease payments under non-cancelable operating leases as of January 31, 2018 are as follows (in thousands):

Period	Operating leases
Fiscal 2019	\$ 4,955
Fiscal 2020	4,138
Fiscal 2021	3,171
Fiscal 2022	2,513
Fiscal 2023	1,362
Thereafter	1,348
Total	<u>\$17,487</u>

### **Value-Added Reseller Agreement**

We have a value-added reseller agreement with salesforce.com, inc. for our use of the Salesforce1 Platform in combination with our developed technology to deliver certain of our multichannel CRM applications, including hosting infrastructure and data center operations provided by salesforce.com. The agreement, as amended, requires that we meet minimum order commitments of \$500 million over the term of the agreement, which ends on September 1, 2025, including “true-up” payments if the orders we place with salesforce.com have not equaled or exceeded the following aggregate amounts within the timeframes indicated: (i) \$250 million for the period from March 1, 2014 to September 1, 2020 and (ii) the full amount of \$500 million by September 1, 2025. As of January 31, 2018, we remained obligated to pay fees of at least \$285.8 million prior to September 1, 2025 in connection with this agreement.

### **Note 12. Related-Party Transactions**

In September 2016, we entered into an agreement with Zoom Video Communications, Inc. (Zoom) to embed two of their products into our multichannel CRM applications. Pursuant to this agreement, we will pay Zoom a fixed annual fee that is not material to us. We have also entered into a contract with Zoom pursuant to which Zoom provides conference call, video conference and web conference capabilities for our internal use. Pursuant to this agreement, we pay Zoom a fee based on usage that has not been material in the past and that we do not expect to be material in the future. Our chief executive officer is on the board of directors of Zoom. Also, another member of our board of directors is the founder and a general partner of Emergence Capital Partners, one of Zoom’s investors.

### **Note 13. Information about Geographic Areas**

We track and allocate revenues by the principal geographic region of our customers’ end users rather than by individual country, which makes it impractical to disclose revenues for the United States or other specific foreign countries. Revenues by geographic area, which is primarily measured by the estimated location of the end users for subscription services revenues and the estimated location of the resources performing the services for professional services, were as follows for the periods shown below (in thousands):

	Fiscal Year Ended January 31,		
	2018	2017	2016
Revenues by geography			
North America	\$376,538	\$297,014	\$225,483
Europe and other	202,411	160,666	111,923
Asia Pacific	106,622	86,363	71,815
Total revenues	<u>\$685,571</u>	<u>\$544,043</u>	<u>\$409,221</u>

Long-lived assets by geographic area are as follows as of the periods shown (in thousands):

	January 31,		
	2018	2017	2016
Long-lived assets by geography			
North America	\$49,214	\$47,096	\$45,163
Europe and other	1,840	1,762	1,827
Asia Pacific	1,230	1,049	479
Total long-lived assets	<u>\$52,284</u>	<u>\$49,907</u>	<u>\$47,469</u>

Substantially all of the long-lived assets included in the North America region are located in the United States.

#### Note 14. 401(k) Plan

We have a qualified defined contribution plan under Section 401(k) of the Code covering eligible employees as well as a Registered Retirement Savings Plan (RRSP) for eligible employees in Canada. Under the 401(k) plan, beginning January 1, 2018, we match up to \$2,000 per employee per year, which is equally distributed of up to \$500 per quarter. Under the RRSP plan, we also match up to \$2,000 per employee per year. For the three months ended January 31, 2018, total expense related to these plans was \$0.4 million.

#### Note 15. Selected Quarterly Financial Data (Unaudited)

Selected summarized quarterly financial information for fiscal years ended January 31, 2018 and 2017 is as follows (in thousands):

	Three Months Ended							
	Jan. 31, 2018	Oct. 31, 2017	Jul. 31, 2017	Apr. 30, 2017	Jan. 31, 2017	Oct. 31, 2016	Jul. 31, 2016	Apr. 30, 2016
(in thousands)								
<b>Consolidated Statements of</b>								
<b>Income Data:</b>								
Total revenues	\$184,919	\$176,149	\$166,585	\$157,918	\$150,153	\$142,779	\$131,347	\$119,764
Gross profit	126,002	122,913	116,181	109,036	103,683	98,854	89,152	78,673
Operating income	34,887	41,668	36,898	37,339	32,530	33,810	23,822	17,806
Net income	\$ 33,706	\$ 34,393	\$ 37,844	\$ 36,023	\$ 21,707	\$ 21,630	\$ 12,958	\$ 12,509
Net income per share attributable to Class A and Class B common stockholders:								
Basic	\$ 0.24	\$ 0.24	\$ 0.27	\$ 0.26	\$ 0.16	\$ 0.16	\$ 0.10	\$ 0.09
Diluted	\$ 0.22	\$ 0.22	\$ 0.25	\$ 0.24	\$ 0.15	\$ 0.15	\$ 0.09	\$ 0.09

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Not applicable.

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### **(a) Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of January 31, 2018. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s (SEC) rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures as of January 31, 2018, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

#### **(b) Management’s Annual Report on Internal Controls Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our management conducted an assessment of the effectiveness of our internal control over financial reporting as of January 31, 2018 based on the criteria set forth in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the assessment, our management has concluded that our internal control over financial reporting was effective as of January 31, 2018 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with U.S. GAAP. Our independent registered public accounting firm, KPMG LLP, has issued an audit report with respect to our internal control over financial reporting, which appears in Part II, Item 8 of this Form 10-K.

#### **(c) Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the fiscal quarter ended January 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **(d) Inherent Limitations on Effectiveness of Controls**

Our management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosure controls or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been or would be detected. These inherent limitations include the

realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

#### **ITEM 9B. OTHER INFORMATION**

None.

### **PART III.**

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item will be contained in our definitive proxy statement to be filed with the Securities and Exchange Commission in connection with our 2018 annual meeting of stockholders (the “Proxy Statement”), which we expect to file not later than 120 days after the end of our fiscal year ended January 31, 2018, and is incorporated in this report by reference.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item will be set forth in the Proxy Statement, which we expect to file not later than 120 days after the end of our fiscal year ended January 31, 2018, and is incorporated in this report by reference.

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item will be set forth in the Proxy Statement, which we expect to file not later than 120 days after the end of our fiscal year ended January 31, 2018, and is incorporated in this report by reference.

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item will be set forth in the Proxy Statement, which we expect to file not later than 120 days after the end of our fiscal year ended January 31, 2018, and is incorporated in this report by reference.

#### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this item will be set forth in the Proxy Statement, which we expect to file not later than 120 days after the end of our fiscal year ended January 31, 2018, and is incorporated in this report by reference.

## PART IV.

### Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of, or incorporated by reference into, this Form 10-K:

1. *Financial Statements*. See Index to Consolidated Financial Statements under Item 8 of Form 10-K.

2. *Financial Statement Schedules*. All schedules have been omitted because the information required to be presented in them is not applicable or is shown in the consolidated financial statements or related notes.

3. *Exhibits*. We have filed, or incorporated into this Form 10-K by reference, the exhibits listed on the accompanying Exhibit Index immediately preceding the signature page of this Form 10-K.

(b) *Exhibits*. See Item 15(a)(3) above.

(c) *Financial Statement Schedules*. See Item 15(a)(2) above.

### Item 16. FORM 10-K SUMMARY

A Form 10-K summary is provided at the beginning of this document, with hyperlinked cross-references. This allows users to easily locate the corresponding items in this Form 10-K, where the disclosure is fully presented. The summary does not include certain Part III information that is incorporated by reference to the Proxy Statement.



## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
2.1	Share Purchase Agreement, dated September 29, 2015, among Veeva Systems Inc., Veeva U.K. Holdings Limited, Accel-KKR Structured Capital Partners, LP and the other sellers party thereto.	8-K	001-36121	2.1	10/1/2015	
2.2	Deed of Variation of Share Purchase Agreement, dated May 11, 2016, among Veeva Systems Inc., Veeva U.K. Holdings Limited, Accel-KKR Structured Capital Partners, LP and the other sellers party thereto.	10-Q	001-36121	2.2	6/8/2016	
3.1	Restated Certificate of Incorporation of Registrant.	8-K	001-36121	3.1	10/22/2013	
3.2	Amended and Restated Bylaws of Veeva Systems Inc.	S-1/A	333-191085	3.4	10/3/2013	
4.1	Form of Registrant's Class A common stock certificate.	S-1/A	333-191085	4.1	10/3/2013	
10.1	Data Processing Addendum, dated April 4, 2014, to Value-Added Reseller Agreement, between Registrant and salesforce.com, inc., as amended.	10-Q	001-36121	10.1	6/6/2014	
10.2	Purchase and Sale Agreement, dated June 11, 2014, between Registrant and The Duffield Family Foundation, as amended July 16, 2014.	10-Q	001-36121	10.1	9/11/2014	
10.3	Description of Non-Employee Director Compensation.	8-K	001-36121	Item 5.02	7/10/2014	
10.4	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.	S-1/A	333-191085	10.1	10/3/2013	
10.5*	2007 Stock Plan and forms of agreements thereunder.	S-1	333-191085	10.2	9/11/2013	
10.6*	2012 Equity Incentive Plan and forms of agreements thereunder.	S-1	333-191085	10.3	9/11/2013	
10.7*	2013 Equity Incentive Plan and forms of agreements thereunder.	S-1/A	333-191085	10.4	10/3/2013	
10.8*	2013 Employee Stock Purchase Plan.	S-1/A	333-191085	10.5	10/3/2013	

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
10.9**	Amended and Restated Value-Added Reseller Agreement, dated September 2, 2010, between Registrant and salesforce.com, inc., as amended December 3, 2010, December 13, 2010, April 15, 2011, August 23, 2011, September 29, 2011, April 3, 2012 and May 24, 2012.	S-1/A	333-191085	10.7	9/20/2013	
10.10**	Eighth Amendment, dated March 3, 2014, to Amended and Restated Value-Added Reseller Agreement, dated September 2, 2010, between Registrant and salesforce.com, inc., as amended.	8-K	001-36121	10.1	3/4/2014	
10.11*	Offer letter, dated June 20, 2013, between Peter P. Gassner and the Registrant.	S-1	333-191085	10.8	9/11/2013	
10.12*	Offer letter, dated June 19, 2013, between Matthew J. Wallach and the Registrant.	S-1	333-191085	10.9	9/11/2013	
10.13*	Offer letter, dated January 25, 2010, between Timothy S. Cabral and the Registrant.	S-1	333-191085	10.10	9/11/2013	
10.14*	Offer letter, dated March 16, 2012, between Ronald E. F. Codd and the Registrant.	S-1	333-191085	10.11	9/11/2013	
10.15*	Offer letter, dated August 14, 2012, between Jonathan W. Faddis and the Registrant.	10-Q	001-36121	10.1	6/4/2015	
10.16*	Description of Non-Employee Director Compensation.	8-K	001-36121	Item 5.02	9/11/2015	
10.17	Data Processing Addendum, dated January 23, 2016, to Value-Added Reseller Agreement, between Registrant and salesforce.com, inc., as amended.	10-K	001-36121	10.17	3/31/2016	
10.18*	Offer letter, dated February 20, 2015, between Alan V. Mateo and the Registrant.	10-Q	001-36121	10.1	6/8/2016	
10.19*	Offer letter, dated January 23, 2013, between E. Nitsa Zuppas and the Registrant.	10-Q	001-36121	10.2	6/8/2016	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
10.20	Ninth Amendment, dated August 11, 2016, to Amended and Restated Value-Added Reseller Agreement, between salesforce.com, inc. and the Registrant, as amended.	10-Q	001-36121	10.1	9/8/2016	
10.21*	Offer Letter, dated January 15, 2016, between Frederic Lequent and the Registrant.	10-Q	001-36121	10.1	6/8/2017	
10.22*	2013 Equity Incentive Plan Forms of Notice of Stock Option Grants to Peter P. Gassner.					X
21.1	List of Subsidiaries of Registrant.					X
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.					X
24.1	Power of Attorney (see page 113 of this Annual Report on Form 10-K).					X
31.1	Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.					X
31.2	Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.					X
32.1†	Certification of Chief Executive Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.					X
32.2†	Certification of Chief Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.					X
101.INS	XBRL Instance Document.					X
101.SCH	XBRL Taxonomy Schema Linkbase Document.					X
101.CAL	XBRL Taxonomy Calculation Linkbase Document.					X
101.DEF	XBRL Taxonomy Definition Linkbase Document.					X

Form 10-K

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
101.LAB	XBRL Taxonomy Labels Linkbase Document.					X
101.PRE	XBRL Taxonomy Presentation Linkbase Document.					X

\* Indicates a management contract or compensatory plan.

\*\* Portions of this exhibit (indicated by asterisks) have been omitted pursuant to an order granting confidential treatment. Omitted portions have been submitted separately to the Securities and Exchange Commission (SEC).

† The certifications attached as Exhibit 32.1 and 32.2 that accompany this Form 10-K are not deemed filed with the SEC and are not to be incorporated by reference into any filing of Veeva Systems Inc. under the Securities Act of 1933, as amended (Securities Act), or the Securities Exchange Act of 1934, as amended (Exchange Act), whether made before or after the date of this Form 10-K, irrespective of any general incorporation language contained in such filing.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, State of California, on this 29<sup>th</sup> day of March, 2018.

### VEEVA SYSTEMS INC.

/s/ TIMOTHY S. CABRAL

**Timothy S. Cabral**  
**Chief Financial Officer**

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Peter P. Gassner and Timothy S. Cabral, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ PETER P. GASSNER</u> Peter P. Gassner	Chief Executive Officer and Director (Principal Executive Officer)	March 29, 2018
<u>/s/ TIMOTHY S. CABRAL</u> Timothy S. Cabral	Chief Financial Officer (Principal Financial and Accounting Officer)	March 29, 2018
<u>/s/ TIM BARABE</u> Tim Barabe	Director	March 29, 2018
<u>/s/ MARK CARGES</u> Mark Carges	Director	March 29, 2018
<u>/s/ PAUL CHAMBERLAIN</u> Paul Chamberlain	Director	March 29, 2018
<u>/s/ RONALD E.F. CODD</u> Ronald E.F. Codd	Director	March 29, 2018
<u>/s/ GORDON RITTER</u> Gordon Ritter	Chairman of the Board of Directors	March 29, 2018
<u>/s/ PAUL SEKHRI</u> Paul Sekhri	Director	March 29, 2018

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VEEVA.COM