

VEEVA SYSTEMS INC
Form 4
May 28, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Armenante Mark

(Last) (First) (Middle)

C/O VEEVA SYSTEMS INC., 4637
CHABOT DRIVE, SUITE 210

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VEEVA SYSTEMS INC [VEEV]

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	05/26/2015		C	25,000	A \$ 0	25,000	D
Class A Common Stock	05/26/2015		S ⁽¹⁾	24,500	D \$ 28.4505	500	D
Class A Common Stock	05/26/2015		S ⁽¹⁾	500	D \$ 28.854	0	D
Class A Common Stock	05/27/2015		C	25,000	A \$ 0	25,000	D

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Stock								
Class A Common Stock	05/27/2015	<u>S⁽¹⁾</u>	25,000	D	\$ 28,0739 <u>(4)</u>	0		D
								By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u>
Class A Common Stock	05/26/2015	C	2,500	A	\$ 0	2,500		I
								By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u>
Class A Common Stock	05/26/2015	<u>S⁽¹⁾</u>	2,500	D	\$ 28,4736 <u>(6)</u>	0		I
								By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u>
Class A Common Stock	05/27/2015	C	2,500	A	\$ 0	2,500		I
								By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u>
Class A Common Stock	05/27/2015	<u>S⁽¹⁾</u>	2,500	D	\$ 28,0476 <u>(7)</u>	0		I
								By Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(5)</u>
Class A Common Stock	05/26/2015	C	2,500	A	\$ 0	2,500		I
								By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(8)</u>
	05/26/2015	<u>S⁽¹⁾</u>	2,500	D		0		I

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Class A Common Stock					\$ 28.4746 <u>(9)</u>				By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(8)</u>
Class A Common Stock	05/27/2015		C	2,500	A	\$ 0	2,500	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(8)</u>
Class A Common Stock	05/27/2015		S ⁽¹⁾	2,500	D	\$ 28.0474 <u>(10)</u>	0	I	By Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 <u>(8)</u>

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

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								Number of Shares
Class B Common Stock	<u>(11)</u>	05/26/2015	C	25,000	<u>(11)</u>	<u>(11)</u>	Class A Common Stock	25,000
Class B Common Stock	<u>(11)</u>	05/27/2015	C	25,000	<u>(11)</u>	<u>(11)</u>	Class A Common Stock	25,000
Class B Common Stock	<u>(11)</u>	05/26/2015	C	2,500	<u>(11)</u>	<u>(11)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(11)</u>	05/27/2015	C	2,500	<u>(11)</u>	<u>(11)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(11)</u>	05/26/2015	C	2,500	<u>(11)</u>	<u>(11)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(11)</u>	05/27/2015	C	2,500	<u>(11)</u>	<u>(11)</u>	Class A Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armenante Mark C/O VEEVA SYSTEMS INC. 4637 CHABOT DRIVE, SUITE 210 PLEASANTON, CA 94588	X	X		

Signatures

Meaghan Nelson,
attorney-in-fact

05/28/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.8400 to \$28.8399 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.8400 to \$28.8800 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.7300 to \$28.6300 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4).
- (4) Shares held by the Mark A. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Mark Armenante GRAT"). The Reporting Person is a trustee and beneficiary of the Mark Armenante GRAT, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Mark Armenante GRAT.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.9800 to \$28.8300 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (6).
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.7500 to \$28.4800 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (7).
- (7) Shares held by the Elizabeth T. Armenante Grantor Retained Annuity Trust dated May 20, 2013 (the "Elizabeth Armenante GRAT"). The Reporting Person is a trustee and family member of Elizabeth Armenante, the beneficiary of the Elizabeth Armenante GRAT, and may be deemed to share voting and dispositive power with regard to the reported shares held by the Elizabeth Armenante GRAT.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.9800 to \$28.8300 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (9).
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.7500 to \$28.4800 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or

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the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (10).

- Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock and has no expiration date. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock upon any transfer, whether or not for value, which occurs after the closing of the IPO, except for certain (11) permitted transfers described in, and transfers to any "permitted transferee" as defined in, the Issuer's restated certificate of incorporation. All shares of Class A and Class B Common Stock will convert automatically into shares of a single class of Common Stock upon the earliest to occur of the following: (a) upon the election by the holders of a majority of the then outstanding shares of Class B Common Stock or (b) October 15, 2023.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 66U108

10/21/2010

9/1/2010

1

Election of two (2) directors

Issuer

Yes

For

For

2

Ratification of Crowe Horwath LLP as our independent registered public accounting firm for the current fiscal year

Issuer

Yes

For

For

Eagle Bancorp Montana, Inc.

EGBN

26942G100

10/21/2010

9/3/2010

1

Election of three (3) directors

Issuer

Yes

For

For

2

Ratification of the appointment of Davis, Kinard & Co, PC as Eagle Bancorp Montana Inc.'s independent auditors for the fiscal year ending June 30, 2011

Issuer

Yes

For

For

Georgetown Bancorp, Inc.

GTWN

372590109

10/26/2010

Explanation of Responses:

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9/9/2010

1

Election of five (5) directors

Issuer

Yes

For

For

2

The Ratification of Shatswell, Macleod & Company, PC as the company's independent registered public accounting firm for the six months ending December 31, 2010

Issuer

Yes

For

For

Jefferson Bancshares, Inc.

JFBI

472375104

10/28/2010

8/27/2010

1

Election of two (2) directors

Issuer

Yes

For

For

2

The ratification of Craine, Thompson & Jones, PC as the independent registered public accounting firm for the fiscal year ending June 30, 2011

Issuer

Yes

For

For

Hampden Bancorp, Inc

HBNK

40867E107

11/2/2010

9/17/2010

1

Election of four (4) directors

Issuer

Yes

For

For

2

To ratify the appointment of Wolf & Company PC as the Company's independent auditors for the year ending June 30, 2011

Explanation of Responses:

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Issuer
Yes
For
For

Walgreen Co.

WAG
931422109
11/15/2010
1/12/2011
1

Election of eleven (11) directors

Issuer
Yes
For
For

2

Ratify the appointment of Deloitte & Touche LLP as Walgreen Co.'s independent registered public accounting firm

Issuer
Yes
For
For

3

Amend Walgreen Co. articles of incorporation to revise the purpose clause

Issuer
Yes
For
For

4

Amend the Walgreen Co. articles of incorporation to eliminate certain supermajority vote requirements

Issuer
Yes
For
For

5

Amend Walgreen Co. Articles of incorporation to eliminate the "fair price" charter provision applicable to certain business combinations

Issuer
Yes
For
For

6

Shareholder proposal on a policy to change the vote required for shareholders to call special shareholder meetings

Holder
Yes
For

Explanation of Responses:

Against

7

Shareholder proposal on a policy that a significant portion of future stock option grants to senior executives should be performance-based

Holder
Yes
For
Against

Auburn Bancorp Inc

ABBB
050254101
11/16/2010
9/27/2010

1

Election of two (2) directors

Issuer
Yes
For
For

2

The ratification of Berry, Dunn, McNeil & Parker as the company's independent registered public accounting firm for the fiscal year ending June30, 2011

Issuer
Yes
For
For

Bank of Virginia

BOVA
06544P104
11/17/2010
10/14/2010

1

To approve the issuance of common stock to Cordia Bancorp Inc. pursuant to a stock purchase agreement, dated April 26, 2010, as amended by amendment no. 1 dated October 1, 2010, by and between Bank of Virginia and Cordia Bancorp Inc. as more fully described in the accompanying proxy statement.

Issuer
Yes
For
For

2

To adjourn the special meeting to a later date of dates, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the issuance of common stock to Cordia Bancorp Inc., as more fully described in the accompanying proxy statement

Issuer
Abstain
Abstain
Abstain

Explanation of Responses:

HF Financial Corp.

HFFC
404172108
11/17/2010
9/30/2010
1

Election of two (2) directors

Issuer
Yes
For
For

2

To Ratify the Appointment of Eide Bailly, LLP as the corporation's independent registered public accounting firm for the fiscal year ending June 30, 2011

Issuer
Yes
For
For

Osage Bancshares, Inc.

OSBK
68764U106
11/17/2010
10/8/2010
1

Election of two (2) directors

Issuer
Yes
For
For

Oritani Financial Corp

ORIT
68633D103
11/23/2010
10/12/2010
1

Election of two (2) directors

Issuer
Yes
For
For

2

To Ratify the appointment of KPMG, LLP as the independent registered accounting firm for Oritani Financial Corp. for the fiscal year ending June 30, 2011

Issuer
Yes
For
For

Explanation of Responses:

Provident Financial Holdings, Inc.

PROV
743868101
11/30/2010
10/15/2010
1

Election of three (3) directors

Issuer
Yes
For
For

2

The ratification of the appointment of Deloitte & Touche LLP as independent auditor for Provident Financial Holdings, Inc. for the fiscal year ending June 20, 2011

Issuer
Yes
For
For

3

To adopt the Provident Financial Holdings, Inc. 2010 equity incentive plan

Issuer
Yes
Against
Against

Tower Bancorp, Inc.

TOBC
891709107
12/8/2010
10/28/2010
1

Proposal to approve and adopt the agreement and plan of merger, dated as of December 27, 2009 by and between tower and First Chester County Corporation ("First Chester"), as amended, all as more fully described in the proxy statement

Issuer
Yes
For
For

2

Proposal to adjourn the special meeting of shareholders, if more time is needed, to allow tower time to solicit additional votes in favor of the merger agreement.

Issuer
Abstain
Abstain
Abstain

Ram Holdings Ltd

Explanation of Responses:

RAMR
G7368R104
12/15/2010
11/3/2010
1

Election of five (5) directors

Issuer
Yes
For
For

2

To Appoint Deloitte & Touche Ltd., Hamilton, Bermuda to act as the independent auditor of Ram Holdings Ltd.

Issuer
Yes
For
For

3a

Election of five (5) directors

Issuer
Yes
For
For

3b

To authorize the appointment of Deloitte & Touche Ltd., Hamilton, Bermuda to act as the independent auditor of Ram Reinsurance Company Ltd. for the financial year ending December 31, 2010

Issuer
Yes
For
For

3c

Authorize deeming of two of the vacancies on the board of Ram Reinsurance Company Ltd. as vacancies available for appointment of two directors by the holders of class B preference shares.

Issuer
Yes
For
For

SI Financial Group, Inc.

SIFI
78425W102
12/23/2010
11/1/2010
1

The approval of the plan of conversion and reorganization, pursuant to which Savings Institute Bank and Trust Company will be reorganized from the mutual holding company corporate structure into the fully-public stock holding company structure, as more fully described in the proxy statement/prospectus

Issuer

Explanation of Responses:

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Yes
For
For

2a

Approval of a provision in new SI Financial Group's articles of incorporation requiring a super-majority vote to approve certain amendments to New SI Financial Group's articles of incorporation

Issuer
Abstain
Abstain
Abstain

2b

Approval of provisions in new SI Financial Group's articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of new SI Financial Group's outstanding voting stock

Issuer
Abstain
Abstain
Abstain

3

The approval of the contribution of \$5000,000 in cash to SI Financial Group Foundation, Inc.

Issuer
Yes
For
For

4

The approval of the adjournment of the special meeting if necessary, to solicit additional proxies

Issuer
Abstain
Abstain
Abstain

Royal Financial, Inc.

RYFL
78027P109
1/11/2011
11/15/2010

1

Election of two (2) directors

Issuer
Yes
For
For

2

Proposal to ratify the appointment of Crowe Horwath LLP as the company's independent accountants for the fiscal year ending June 30, 2011

Issuer
Yes

Explanation of Responses:

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For
For

Home Federal Bancorp, Inc.

HOME
43710G105
1/18/2011
12/6/2010
1

Election of two (2) directors

Issuer
Yes
For
For

2

The ratification of the appointment of Crowe Horwath LLP as independent registered public accounting firm for the fiscal year ending June 30, 2011

Issuer
Yes
For
For

First Southern Bancorp, Inc.

33644N102
1/25/2011
11/29/2010
1

Election of two (2) directors

Issuer
Yes
For
For

2

To ratify the appointment of Crowe Horwath LLP as the company's independent auditors for 2011

Issuer
Yes
For
For

Perpetual Federal Savings Bank

PFOH
714273109
1/26/2011
11/29/2010
1

Election of three (3) directors

Issuer
Yes

Explanation of Responses:

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For
For

2

The approval of an advisory (non-binding) proposal on named executive officer compensation

Issuer
Yes
Against
Against

3

The approval of an advisory (non-binding) proposal on the frequency of stockholder votes on named compensation

Issuer
Yes
1 yr
Against

4

The ratification of the appointment of Crowe Horwath LLP as independent registered public accounting firm for the fiscal year ending September 30, 2011

Issuer
Yes
For
For

Old Line Bancshares, Inc.

OLBK
67984M100
1/27/2011
12/1/2010

1

To approve the agreement and plan of merger dated September 1, 2010, as amended, by and between Old line Bancshares, Inc. and Maryland Bankcorp, Inc. pursuant to which Maryland Bankcorp, Inc. will merge with and into Old Line Bancshares, Inc., with Old Line Bancshares, Inc. as surveying entity, and the merger contemplated by agreement and plan of merger

Issuer
Yes
For
For

2

To adjourn the meeting to a later date or dates, if necessary, to permit further solicitation of additional proxies in the event there are not sufficient votes at the time of the meeting to approve the matter to be considered by the stockholders at the meeting.

Issuer
Abstain
Abstain
Abstain

Malvern Federal Bancorp Inc.

MLVF

Explanation of Responses:

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561410101
2/3/2011
12/28/2010

1

Election of three (3) directors

Issuer
Yes
For
For

2

Proposal to adopt a non-binding resolution to approve the compensation of our named executive officers

Issuer
Yes
For
For

3

Advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers

Issuer
Yes
1 yr
Against

4

Proposal to ratify the appointment of the Parentbeard, LLC as Malvern Federal Bancorp's independent registered public accounting firm for the fiscal year ending September 30, 2011

Issuer
Yes
For
For

Liberty Bancorp, Inc.

LBCP
53017Q102
2/16/2011
1/3/2011

1

Election of one (1) director

Issuer
No
NA
NA

2

To ratify and approve the selection of Michael Trokey & Company, PC as the company's independent auditors for the year ending September 30, 2011.

Issuer No NA NA

Rockville Financial, Inc.

RCKB

Explanation of Responses:

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774186100

2/18/2011

1/4/2011

1

The approval of a plan of conversion and reorganization, all as more fully described in the proxy statement

Issuer

Yes

For

For

2

The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the plan of conversion and reorganization

Issuer

Abstain

Abstain

Abstain

Charter Financial Corporation

CHFNC

16122M100

2/23/2011

12/31/2010

1

Election of three (3) directors

Issuer

Yes

For

For

2

The ratification of the appointment of Dixon Hughes PLLC as independent registered public accounting firm of Charter Financial Corporation for the fiscal year ending September 30, 2011

Issuer

Yes

For

For

3

To consider and act upon a non-binding advisory resolution regarding the compensation of Charter Financial Corporation's named executive officers

Issuer

Yes

For

For

4

To consider and vote upon the frequency at which Charter Financial Corporation should include an advisory vote regarding the compensation of Charter Financial Corporation's named executive officers in its proxy statement for shareholder consideration.

Issuer

Explanation of Responses:

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Yes
1 yr
Against

Essa Bancorp, inc.

ESSA
29667D104
3/3/2011
1/14/2011
1

Election of three (3) directors

Issuer
Yes
For
For

2

The ratification of the appointment of S.R. Snodgrass, A.C. as independent registered public accounting firm of Essa Bancorp., Inc. for the fiscal year ending September, 30, 2011.

Issuer
Yes
For
For

3

To consider and act upon an advisory, non-binding resolution regarding the compensation of the company's named executive officers.

Issuer
Yes
For
For

4

To consider and act upon an advisory resolution on the frequency at which the company should include an advisory vote regarding the compensation of the company's named executive officers in its proxy statement for shareholder consideration

Issuer
Yes
1 yr
For

Majestic Capital Ltd

MAJCQ
G5760D111
3/3/2011
1/18/2011
1

To adopt the agreement and plan of merger and amalgamation dated as of September 21, 2010, among Majestic Capital, Ltd., Bayside Equity Holdings LLC a Delaware limited Liability company (Bayside), and Majestic Acquisition Corp., a Delaware company and a wholly-owned subsidiary of Bayside (amalgamation sub), all as more fully described in the proxy statement.

Explanation of Responses:

Issuer
Yes
For
For

2

To approve any adjournment or postponement of the special general meeting, if necessary or appropriate, to solicit additional proxies or because certain conditions to the completion of the amalgamation have not yet been satisfied.

Issuer
Abstain
Abstain
Abstain

Carver Bancorp, Inc.

CARV
146875109
4/4/2011
2/16/2011

1

Election of three (3) directors

Issuer
Yes
For
For

2

Ratification of KPMG LLP as independent auditors for the fiscal year ending March 31, 2011

Issuer
Yes
For
For

3

Advisory (non-binding) approval of compensation of named executive officers

Issuer
Yes
For
For

First Community Bank Corp of America

FCFL
31985E202
4/11/2011
3/15/2011

1

A proposal to approve the plan of complete liquidation and dissolution of FCBC and the acquisition agreement, dated February 10, 2011, among FCBC, First Community Bank of America, CBM Florida Holding CO. and Community Bank & Company

Issuer
Yes
For

For

Pacific Continental Corporation

PCBK
96412V108

4/18/2011

3/4/2011

1

Election of nine (9) directors

Issuer

Yes

For

For

2

To consider an advisory (non-binding) resolution on executive compensation

Issuer

Yes

For

For

3

To vote in an advisory (non-binding) capacity on the frequency of future advisory votes on executive compensation

Issuer

Yes

1 yr

For

4

To approve the appointment of Moss Adams LLP to serve as the company's independent registered public accounting firm for the fiscal year 2011

Issuer

Yes

For

For

Public Service Enterprise Group Inc,

PEG
744573106

4/19/2011

2/18/2011

1

Election of nine (9) directors

Issuer

Yes

For

For

2

Advisory vote on executive compensation

Issuer

Explanation of Responses:

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Yes
Against
Against

3

Advisory vote on frequency of advisory vote on executive compensation

Issuer
Yes
1 yr
For

4

Ratification of the appointment of Deloitte & Touch LLP as independent auditor for the fiscal year 2011

Issuer
Yes
For
For

Citizens & Northern Corporation

CZNC
172922106
4/19/2011
2/22/2011

1

Election of three (3) directors

Issuer
Yes
For
For

2

To approve, in an advisory (non-binding) vote, the compensation of the company's named executive officers as disclosed in the proxy statement

Issuer
Yes
For
For

3

To approve, in an advisory (non-binding) vote, whether a shareholder vote to approve the compensation of the company's named executive officers should occur every one, two or three years

Issuer
Yes
1 yr
Against

4

Ratification of the appointment of the firm of Parentebeard LLC as independent auditors

Issuer
Yes
For

Explanation of Responses:

For

River Valley Bancorp

RIVR
768475105
4/20/2011
2/25/2011

1

Election of two (2) directors

Issuer
Yes
For
For

2

Approval and ratification of the appointment of BKD, LLP as auditors for River Valley Bancorp for the fiscal year ended December 31, 2011

Issuer
Yes
For
For

Scana Corporation

SCG
80589M102
4/21/2011
3/3/2011

1

Election of five (5) Directors

Issuer
Yes
For
For

2

Approval of amendment to director compensation and deferral plan

Issuer
Yes
For
For

3

Approval of amendment to articles of incorporation to increase shares from 150,000,000 to 200,000,000

Issuer
Yes
For
For

4

Approval of appointment of independent registered public accounting firm

Issuer

Explanation of Responses:

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Yes
For
For

5

Advisory (non-binding) vote on executive compensation vote

Issuer
Yes
For
For

6

Advisory (non-binding) vote on frequency of executive compensation vote

Issuer
Yes
1 yr
Against

Old Point Financial Corporation

OPOF
680194107
4/26/2011
2/16/2011

1

Election of fifteen (15) Directors

Issuer
Yes
For
For

2

To ratify the appointment of Yount, Hyde & Barbour as the company's independent registered accounting firm for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

Centrue Financial Corporation

TRUE
15643B106
4/26/2011
3/1/2011

1

Election of two (2) Directors

Issuer
Yes
For
For

2

Explanation of Responses:

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To approve the advisory (non-binding) proposal ratifying the appointment of Crowe Horwath LLP as out independent auditors for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

3

To approve the following advisory (non-binding) proposal: "resolved, that the shareholders approve the executive compensation of the company, as described in the "compensation discussion and analysis" and the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) in this proxy statement

Issuer
Yes
For
For

CFS Bancorp, Inc

CITZ
12525D102
4/26/2011
3/4/2011

1

Election of two (2) Directors

Issuer
Yes
For
For

2

To ratify the appointment of BKD, LLP as the company's independent registered public accounting firm for CFS Bancorp for the year ending December 31, 2011

Issuer
Yes
For
For

3

An advisory (non-binding) vote to approve the company's 2010 executive compensation (say-on-pay)

Issuer
Yes
For
For

4

An advisory (non-binding) vote on the frequency of an advisory vote on (say-on-pay) vote

Issuer
Yes
For
For

Explanation of Responses:

Ameriserve Financial, Inc.

ASRV
03074A102
4/26/2011
3/7/2011
1

Election of six (6) Directors

Issuer
Yes
For
For

2

Approval of the Ameriserve Financial, Inc. 2011 stock incentive plan

Issuer
Yes
For
For

3

An advisory (non-binding) vote on executive compensation

Issuer
Yes
For
For

Georgetown Bancorp, Inc.

GTWN
372590109
4/26/2011
3/10/2011
1

Election of four (4) Directors

Issuer
Yes
For
For

2

Ratification of Shatswell, Macleod and Company PC as the company's independent registered public accounting firm for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

Rockville Financial Inc.

RCKB
774188106

Explanation of Responses:

4/26/2011

3/11/2011

1

Election of five (5) Directors

Issuer

Yes

For

For

2

Approval of the company's executive compensation as described in the compensation discussion and analysis and the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) in the proxy statement.

Issuer

Yes

For

For

3

Approval to hold the advisory vote on executive compensation every three years

Issuer

Yes

1 yr

Against

4

Ratification of the appointment of Wolf & Company PC as independent auditors for the current year

Issuer

Yes

For

For

Republic First Bancorp, Inc

FRBK

760416107

4/26/2011

3/15/2011

1

Election of two (2) Directors

Issuer

Yes

For

For

2

Ratification of the appointment of Parentbeard LLC as the independent registered public accounting firm for the fiscal year ending December 31, 2011

Issuer

Yes

For

For

Explanation of Responses:

State Bancorp, Inc.

STBC
855716106
4/26/2011
3/18/2011
1

Election of nine (9) Directors

Issuer
Yes
For
For

2

Ratification on a non-binding basis of the company's 2010 compensation program for its named executive officers

Issuer
Yes
For
For

3

Ratification of the appointment of the independent registered public accounting firm

Issuer
Yes
For
For

Shore Bancshares, Inc.

SHBI
825107105
4/27/2011
3/10/2011
1

Election of five (5) Directors

Issuer
Yes
For
For

2

Ratify the appointment of Stegman and Company as the company's independent accounting firm for 2011

Issuer
Yes
For
For

3

Adopt a non-binding advisory resolution approving the compensation of the named executive officers

Issuer
Yes
For

Explanation of Responses:

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For

4

Recommend, by non-binding advisory vote, the frequency (every one two or three years) of the non-binding stockholder vote on the compensation of the named executive officers

Issuer

Yes

1 yr

For

Cohen & Steers Infrastructure Fund, Inc.

UTF

19248A109

4/28/2011

2/23/2011

1

Election of three (3) Directors

Issuer

Yes

For

For

Cohen & Steers Quality Inc Rlty-Common

RQI

19247L106

4/28/2011

2/23/2011

1

Election of three (3) Directors

Issuer

Yes

For

For

Great Florida Bank

GFLBB

390528206

2/25/2011

1

Election of six (6) Directors

Issuer

Yes

For

For

BCB Bancorp, Inc

BCBP

055298103

4/28/2011

3/1/2011

Explanation of Responses:

1

Election of six (6) Directors

Issuer
Yes
For
For

2

Ratification of the appointment of Parentbeard LLC as independent registered public accounting firm for the company for the year ending December 31, 2011

Issuer
Yes
For
For

3

Amendment to the BCB Bancorp, Inc. certificate of incorporation to authorize 10 million shares of serial preferred stock par value \$0.01

Issuer
Yes
For
For

4

Approval of the 2011 BCB Bancorp, Inc. Stock option plan

Issuer
Yes
Against
Against

Southern National Bancorp of VA, Inc.

SONA
843395104
4/28/2011
3/4/2011

1

Election of three (3) Directors

Issuer
Yes
For
For

2

Ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the company for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

3

Explanation of Responses:

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Approval of an advisory (non-binding) proposal on the compensation of the company's named executive officers

Issuer
Yes
For
For

4

Approval of an advisory (non-binding) proposal on the frequency of advisory votes on the compensation of the company's named executive officers

Issuer
Yes
1 yr
For

Evans Bancorp, Inc.

EVBN
29911Q208
4/28/2011
3/10/2011

1

Election of six (6) Directors

Issuer
Yes
For
For

2

Amendments to employee stock purchase plan to increase the amount of common stock available for issuance there under from 100,000 to 200,000

Issuer
Yes
For
For

3

Ratification of the appointment of KPMG LP as Evans Bancorp, Inc's independent registered public accounting firm for fiscal year 2011

Issuer
Yes
For
For

Katahdin Bankshares Corp.

KTHN
485835102
5/2/2011
2/22/2011

1

Election of three (3) Directors

Issuer
Yes

Explanation of Responses:

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For
For

2

To ratify the selection of Berry, Dunn McNeil and Parker as the independent accountants for 2011

Issuer
Yes
For
For

Wells Fargo & Company

WFC
949746101
5/3/2011
3/4/2011

1

Election of fourteen (14) Directors

Issuer
Yes
For
For

2

Proposal to approve an advisory resolution to approve named executives' compensation

Issuer
Yes
For
For

3

Advisory proposal on the frequency (every 1, 2 or 3 years) of future advisory votes regarding named executives' compensation

Issuer
Yes
1 yr
For

4

Proposal to ratify the appointment of KPMG LL as independent auditors for 2011

Issuer
Yes
For
For

5

Stockholder proposal regarding an amendment to the Company's By-Laws to allow holders of 10% of the Company's common stock to call special meeting of stockholders

Holder
Yes
For
Against

Explanation of Responses:

6

Stockholder proposal to provide for cumulative voting in contested director elections

Holder
Yes
For
Against

7

Stockholder proposal regarding the adoption of a policy to require an independent chairman

Holder
Yes
Against
For

8

Stockholder proposal regarding an advisory vote on director compensation

Holder
Yes
Against
For

9

Stockholder proposal regarding an investigation and report on internal contrails for mortgage servicing operations

Holder
Yes
For
Against

Heritage Financial Corporation

HFWA
42722X106
5/4/2011
3/7/2011

1

Election of three (3) Directors

Issuer
Yes
For
For

2

Approval of an advisory (non-binding) vote on executive compensation

Issuer
Yes
For
For

3

Advisory (non-binding) vote on how often shareholder shall vote on executive compensation

Issuer

Explanation of Responses:

Edgar Filing: VEEVA SYSTEMS INC - Form 4

Yes
1 yr
For

4

Ratification of the appointment of KPMG LLP as Heritage's independent registered public accounting firm for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

5

Amendment of Heritage's articles of incorporation to eliminate staggered terms for directors

Issuer
Yes
For
For

6

Shareholder proposal regarding majority voting in director elections

Holder
Yes
For
Against

Home Bancorp Inc

HBCP
43689E107
5/4/2011
3/17/2011

1

Election of three (3) Directors

Issuer
Yes
For
For

2

Proposal to adopt a non-binding resolution to approve the compensation of our named executive officers

Issuer
Yes
For
For

3

Advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers

Issuer
Yes
1 yr

Explanation of Responses:

Against

4

Proposal to ratify the appointment of Porter Keadle Moore LLP as the company's independent registered public accounting firm for the year ending December 31, 2011

Issuer
Yes
For
For

Pengrowth Energy Corporation

PGH
70706P104
5/5/2011
3/21/2011

1

Appointment of KPMG LLP as auditors of the corporation for the ending year and authorizing the directors to fix their remuneration

Issuer
Yes
For
For

2

Election of eight (8) Directors

Issuer
Yes
For
For

Xenith Bankshares, Inc.

XBKS
98410X105
5/5/2011
3/25/2011

1

Election of eleven (11) Directors

Issuer
Yes
For
For

2

Proposal to ratify the appointment of Grant Thornton LLP as the independent public accountant for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

Sanofi-Aventis

Explanation of Responses:

SNY
80105N105
5/6/2011
3/28/2011

1

Approval of the individual company financial statements for the year ended December 31, 2010

Issuer
Yes
For
For

2

Approval of the consolidated financial statements for the year ended December 31, 2010

Issuer
Yes
For
For

3

Appropriation of profits; declaration of dividend

Issuer
Yes
For
For

4

Agreements and commitments subject to article L225-38 et seq of the Commercial Code

Issuer
Yes
For
For

5

Directors attendance fees

Issuer
Yes
For
For

6-11

Election of six (6) Directors

Issuer
Yes
For
For

12

Reappointment of a Statutory Auditor (Pricewaterhousecoopers Audit)

Issuer
Yes
For

Explanation of Responses:

For

13

Appointment of a Deputy Statutory Auditor (Mr. Yves Nicolas)

Issuer

Yes

For

For

14

Authorization of the Board of Directors to carry out transactions in share issued by the company

Issuer

Yes

Against

Against

15

Delegation to the board of directors of authority to decide to carry out increases in the share capital by issuance, with preemptive rights maintained , of shares and/or securities giving access to the company's capital and/or by issuance of securities giving entitlement to the allotment of debt instruments

Issuer

Yes

Against

Against

16

Delegation to the Board of Directors of authority to decide to carry out by public offering increases in the share capital by issuance, without preemptive rights of shares and/or securities giving access to the company's capital and/or the issuance of securities giving entitlement to the allotment of debt instruments

Issuer

Yes

Against

Against

17

Possibility of issuing without preemptive rights, shares and/or securities giving access to the company's capital as consideration for assets transferred to the company as a capital contribution in kind in the form of shares or securities giving access to the capital of another company

Issuer

Yes

Against

Against

18

Delegation to the Board of Directors of authority to increase the number of shares to be issued in the event of a capital increase with or without preemptive rights

Issuer

Yes

Against

Against

19

Delegation to the Board of Directors of authority to decide to carry out increase in the share capital by incorporation of share premium, reserves, profits or other items

Issuer
Yes
Against
Against

20

Delegation to the Board of Directors of authority to decide to carry out increases in the share capital by issuance, of shares or securities giving access to the company's capital reserved for members of savings plans with waiver of preemptive rights in their favor

Issuer
Yes
Against
Against

21

Delegation to the Board of Directors of authority to grant options to subscribe for or purchase shares

Issuer
Yes
Against
Against

22

Authorization to the Board of Directors to reduce the share capital by cancelation of treasury shares

Issuer
Yes
For
For

23

Amendment to article 11 of the Articles of Association

Issuer
Yes
For
For

24

Amendment to article 12 of the Articles of Association

Issuer
Yes
For
For

25

Amendment to article 19 of the Articles of Association

Issuer
Yes
For
For

26
Change of name and corresponding change to the Articles of Association

Issuer
Yes
For
For

27
Powers for formalities

Issuer
Yes
Against
Against

Citizens South Banking Corporation

CSBC
176682102
5/9/2011
3/15/2011

1
Election of one (1) Director

Issuer
Yes
For
For

2
An advisory, non-binding proposal to approve our executive compensation programs and policies

Issuer
Yes
For
For

3
The ratification of the appointment of Cherry, Bekaert and Holland, LLP as our independent registered public accounting firm for the year ending December 31, 2011

Issuer
Yes
For
For

3M Company

MMM
88579Y101
5/10/2011
3/11/2011

1
Election of ten (ten) Directors

Issuer
Yes

Explanation of Responses:

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For
For

2

To Ratify the appointment of Pricewaterhousecoopers as independent registered public accounting firm.

Issuer
Yes
For
For

3

An advisory vote on executive compensation

Issuer
Yes
For
For

4

An advisory vote on the frequency of advisory votes on executive compensation

Issuer
Yes
1 yr
For

5

Stockholder proposal on political contributions

Issuer
Yes
For
For

Hampshire First Bank

HFBN
408853109
5/10/2011
3/18/2011

1

Election of four (4) Directors

Issuer
Yes
For
For

2

The ratification of the appointment of Baker, Newman & Noyes, LLC as independent auditors of Hampshire First Bank for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

Explanation of Responses:

SI FINL Group, Inc. MD

SIFI
78425V104
5/11/2011
3/14/2011
1

Election of three (3) Directors

Issuer
Yes
For
For

2

The ratification of the appointment of Wolf & Company PC as the independent registered public accounting firm of SI Financial Group, Inc. for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

3

The approval of a non-binding resolution to approve the compensation of the named executive officers

Issuer
Yes
For
For

4

The determination of whether the stockholder vote to approve the compensation of the named executive officers should occur every one, two or three years

Issuer
Yes
1 yr
Against

Philip Morris International Inc.

PM
718172109
5/11/2011
3/15/2011
1

Election of ten (10) Directors

Issuer
Yes
For
For

2

Ratification of the selection of independent auditors

Issuer
Yes

Explanation of Responses:

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For
For

3

Advisory vote to approve executive compensation

Issuer
Yes
Against
Against

4

Advisory vote on the frequency of future advisory votes on Executive Compensation

Issuer
Yes
1 yr
For

5

Stockholder proposal 1 - Food insecurity and tobacco use

Holder
Yes
Against
For

6

Stockholder proposal 2 - Independent board chair

Holder
Yes
Against
For

Penn Millers Holding Corporation

PMIC
707561106
5/11/2011
3/16/2011

1

Election of four (4) Directors

Issuer
Yes
For
For

2

To ratify the appointment of KPMG LLP as the company's independent registered public accounting firm for the 2011 fiscal year

Issuer
Yes
For
For

Explanation of Responses:

Citizens Community Bank

CZYB
174532101
5/12/2011
3/14/2011
1

Election of two (2) Directors

Issuer
Yes
For
For

2

To approve in an advisory (non-binding vote, the compensation of executives disclosed in the 2011 proxy statement

Issuer
Abstain
Abstain
Abstain

Eastern Virginia Bankshares, Inc.

EVBS
277196101
5/12/2011
4/1/2011
1

Election of fourteen (14) Directors

Issuer
Yes
For
For

2

To approve on an advisory (non-binding) basis the compensation of the company's executive officers

Issuer
Yes
For
For

3

To ratify the appointment of Yount, Hyde & Barbour PC as the company's independent registered public accountant for 2011

Issuer
Yes
For
For

Transocean Ltd.

RIG
H8817H100
5/13/2011
3/16/2011

Explanation of Responses:

1

Approval of the 2010 annual report, including the consolidated financial statements of Transocean Ltd. For fiscal year 2010 and the statutory financial statements of Transocean Ltd. For fiscal year 2010

Issuer
Yes
For
For

2

Discharge of the members of the Board of Directors and executive management from liability for activities during fiscal year 2010

Issuer
Yes
Against
Against

3

Appropriation of available earnings for fiscal year 2010

Issuer
Yes
Against
Against

4

Proposed reallocation of free reserve to legal reserve, reserve from capital contributions

Issuer
Yes
Against
Against

5

Rescission of the distribution to shareholders in the form of a par value reduction as approved at the 2010 annual general meeting

Issuer
Yes
Against
Against

6

Release and allocation of legal reserve, reserve from capital contribution, to dividend reserve from capital contributions, If proposal 3 and proposal 5 are not approved as proposed by the Board of Directors, there will be no vote on the proposal 6

Issuer
Yes
Against
Against

7

New authorized share capital

Issuer
Yes

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	Against
	Against
	8
Reduction of the maximum number of members of the Board of Directors to 12	Issuer
	Yes
	For
	For
	9
Election of five (5) Directors	Issuer
	Yes
	For
	For
	10
Appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year 2011 and reelection of Ernst & Young Ltd., Zurich, as the Company's auditor for a further one-year term	Issuer
	Yes
	For
	For
	11
Advisory vote on executive compensation	Issuer
	Yes
	Against
	Against
	12
Advisory vote on the frequency of executive compensation vote	Issuer
	Yes
	1 yr
	For
Total S.A	TOT
	89151E109
	5/13/2011
	4/5/2011
	1
Approval of parent company financial statements	Issuer
	Yes
	For
	For

Explanation of Responses:

	2
Approval of consolidated financial statements	Issuer Yes For For
	3
Allocation of earnings, declaration of dividend	Issuer Yes For For
	4
Agreements covered by article L.225-38 of the French commercial code	Issuer Yes For For
	5
Authorization for the board of directors to trade in shares of the company	Issuer Yes For For
	6
Renewal of the appointment of director	Issuer Yes For For
	7
Renewal of the appointment of director	Issuer Yes For For
	8
Renewal of the appointment of director	Issuer Yes For For
	9
Appointment of director	

Explanation of Responses:

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	Issuer Yes For For
Appointment of director	10
	Issuer Yes For For
Authorization to grant restricted shared in company to employees of group and to managers of company or other group companies	E11
	Issuer Yes For For
Amendment of article 9 of the company's articles of association, all as more fully described in the proxy statement	A
	Holder Yes Against For
Carolina Trust Bank	
	CART 144200102 5/16/2011 3/31/2011
Election of four (4) Directors	1
	Issuer Yes For For
Approval of executive compensation	2
	Issuer Yes For For
Approval of amendment to articles to decrease par value	3
	Issuer Yes For

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For

4

Shareholder proposal to reduce the size of the board to nine over a three year period

Holder

Yes

Against

For

Bank of Commerce Holdings

BOCH
06424J103
5/17/2011
3/15/2011

1

Election of nine(9) Directors

Issuer

Yes

For

For

2

Ratification of the appointment of Moss Adams, LLP as the company's independent registered public accounting firm for 2010

Issuer

Yes

For

For

3

Adoption of the non-binding advisory resolution approving the compensation of the named executive officers

Issuer

Yes

For

For

ECB Bancorp, Inc.

ECBE
268253101
5/17/2011
3/18/2011

1

Election of three (3) Directors

Issuer

Yes

For

For

2

Non-binding, advisory resolution (a "say-on pay" resolution) to approve compensation paid or provided to Bancorp's executive officers as disclosed in the proxy statement for the annual meeting

Explanation of Responses:

Issuer
Yes
For
For

3

Proposal to ratify the appointment of Dixon Hughes Goodman LLP as Bancorp's independent public accountants for 2011

Issuer
Yes
For
For

Southern First Bancshares, Inc.

SFST
842873101
5/17/2011
3/28/2011

1

Election of four (4) Directors

Issuer
Yes
For
For

2

Proposal to approve an advisory (non-binding) proposal on the compensation of our named executive officers as disclosed in the proxy statement

Issuer
Yes
For
For

3

Proposal to ratify the appointment of Elliot Davis, LLC as our independent registered public accountant for the fiscal year ending December 31, 2010

Issuer
Yes
For
For

Third Century Bancorp

TDCB
884120106
5/18/2011
3/15/2011

1

Election of two (2) Directors

Issuer
Yes
For

Explanation of Responses:

For

2

The ratification of the appointment of BKD LLP as the company' independent registered public accounting firm for the year ending December 31, 2011

Issuer

Yes

For

For

Central Valley Community Bancorp

CVCY

155685100

5/18/2011

3/21/2011

1

Election of eight (8) Directors

Issuer

Yes

For

For

2

To approve the proposal to ratify the appointment of Perry-Smith LLP as the independent registered public accounting firm for the company's 2011 fiscal year

Issuer

Yes

For

For

3

To adopt a non-binding advisory resolution approving executive compensation

Issuer

Yes

For

For

Willis Lease Finance Corporation

WLFC

970646105

5/18/2011

3/21/2011

1

Election of two (2) Directors

Issuer

Yes

For

For

2

Advisory vote on executive compensation

Explanation of Responses:

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Issuer
Yes
For
For

3

Advisory vote on executive compensation frequency

Issuer
Yes
1 yr
Against

4

To ratify the appointment of KPMG LLP as the company's independent registered accounting firm

Issuer
Yes
For
For

Ocean Shore Holding Co.

OSHC
67501R103
5/18/2011
3/23/2011

1

Election of three (3) Directors

Issuer
Yes
For
For

2

The ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of Ocean Shore Holding Co. for the year ending December 31, 2011

Issuer
Yes
For
For

PPL Corporation

PPL
69351T106
5/18/2011
2/28/2011

1

Election of ten (10) Directors

Issuer
Yes
For
For

Explanation of Responses:

	2
Approval of short term incentive plan	Issuer Yes Against Against
	3
Ratification of the appointment of independent registered accounting firm	Issuer Yes For For
	4
Advisory vote on executive compensation	Issuer Yes Against Against
	5
Advisory vote on the frequency of future executive compensation votes	Issuer Yes 1 yr For
	6
Shareholder proposal - Director election majority vote standard proposal	Holder Yes For For
	7
Shareholder proposal - Special shareholder meetings	Holder Yes For For
Meridian Interstate Bancorp, Inc.	EBSB 5864Q104 5/18/2011 3/31/2011
	1
Election of five (5) Directors	Issuer Yes

Explanation of Responses:

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For
For

2

The ratification of the appointment of Wolf & Company PC as independent registered accounting firm of Meridian Interstate Bancorp, Inc for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

3

An advisory (non-binding) resolution to approve the company's executive compensation as described in the proxy statement

Issuer
Yes
For
For

4

An advisory (non-binding) proposal with respect to approve the frequency that stockholders will vote on executive compensation

Issuer
Yes
1 yr
For

FNB Bancorp

FNBG
302515101
5/18/2011
4/1/2011

1

Election of nine (9) Directors

Issuer
Yes
For
For

2

To approve the advisory vote on executive compensation

Issuer
Yes
For
For

3

To ratify the appointment of Moss Adams LLP as independent auditors of the company to serve for the 2011 fiscal year

Issuer
Yes

Explanation of Responses:

For
For

First Advantage Bancorp

FABK
31848L104
5/18/2011
3/31/2011

1

Election of three (3) Directors

Issuer
Yes
For
For

2

The ratification of the appointment of Horne LLP as the independent registered public accounting firm of advantage Bancorp for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

First Capital Bancorp, Inc.

FCVA
319438107
5/18/2011
4/4/2011

1

Election of three (3) Directors

Issuer
Yes
For
For

2

Proposal to approve in an advisory (non-binding) vote the compensation of executives disclosed in the proxy statement

Issuer
Yes
For
For

3

Proposal to ratify the appointment of Cherry, Bekaert & Holland

Issuer
Yes
For
For

CMET Finance Holdings, Inc.

Explanation of Responses:

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NA
999C144A
5/19/2011
4/1/2011
1

Election of two (2) Directors

Issuer
Yes
For
For

2

Ratify appointment of Pricewaterhousecoopers LLP as auditors for fiscal year 2011

Issuer
Yes
For
For

3

Ratify amendment to the company's certificate of incorporation to change the name of the corporation to South Street Holdings Inc.

Issuer
Yes
For
For

4

In their discretion, on any other matters that may properly come before the meeting

Issuer
Abstain
Abstain
Abstain

Beacon Federal Bancorp, Inc.

BFED
073582108
5/19/2011
3/11/2011
1

Election of two (2) Directors

Issuer
Yes
For
For

2

The ratification of the appointment of Crowe Horwath LLP as independent registered public accounting firm for the company for the fiscal year ending December 31, 2011

Issuer
Yes
For

Explanation of Responses:

For

First Trust Bank

NCFT
33732N105
5/19/2011
3/18/2011

1

Election of three (3) Directors

Issuer
Yes
For
For

2

Ratification of independent accountants proposal to ratify the appointment of Dixon Hughes PLLC, as the bank's independent registered public accounting firm for 2011

Issuer
Yes
For
For

Newport Bancorp, Inc.

NFSB
651754103
5/19/2011
3/21/2011

1

Election of four (4) Directors

Issuer
Yes
For
For

2

The ratification of the appointment of Wolf & Company PC as independent registered public accounting firm of Newport Bancorp, Inc. for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

Altria Group, Inc

MO
02209S103
5/19/2011
3/28/2011

1

Election of nine (9) Directors

Issuer
Yes

Explanation of Responses:

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For
For

2

Ratification of the selection of independent registered public accounting firm

Issuer
Yes
For
For

3

Advisory vote on the compensation of the company's named executive officers

Issuer
Yes
Against
Against

4

Advisory vote on the frequency of the future advisory votes on the compensation of the company's executive officers

Issuer
Yes
1 yr
N R

5

Shareholder proposal - Address concerns regarding tobacco flavoring

Holder
Yes
Against
For

American River Bankshares

AMRB
029326105
5/19/2011
3/28/2011

1

Election of eight (8) Directors

Issuer
Yes
For
For

2

To ratify the selection of Perry-Smith LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

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3

To hold an advisory (non-binding) vote on the company's executive compensation "say-on-pay" votes

Issuer

Yes

For

For

4

To hold an advisory (non-binding) vote on the frequency of future "say-on-pay" votes

Issuer

Yes

1 yr

For

Connecticut Bank & Trust Company, The

CTBC

207546102

5/19/2011

4/4/2011

1

Election of four (4) Directors

Issuer

Yes

For

For

2

The nonbinding approval of the compensation of the bank's named executive officers as determined by the compensation committee

Issuer

Yes

For

For

Central Federal Corporation

CFBK

15346Q103

5/19/2011

4/8/2011

1

Election of two (2) Directors

Issuer

Yes

For

For

2

Approval of the following advisory (non-binding) proposal: "Resolved, that the stockholders approve the compensation of the company's executive officers, as set forth in the compensation tables and any related disclosures or discussion In the proxy statement".

Issuer

Explanation of Responses:

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Yes
For
For

3

Ratification of the appointment of Crowe Horwath LLP as independent registered public accounting firm for the company for the year ending December 31, 2011

Issuer
Yes
For
For

Metro Bankcorp, Inc.

METR
59161R101
5/20/2011
3/25/2011

1

Election of eight (8) Directors

Issuer
Yes
For
For

2

Amend and restate articles of incorporation

Issuer
Yes
For
For

3

Advisory vote on compensation of named executive officers as described in the proxy statement

Issuer
Yes
For
For

4

Advisory vote on the frequency at which shareholders will vote on compensation of named executive officers. Such vote shall occur every

Issuer
Yes
1 yr
Against

5

Ratification of the appointment of Parentbeard LLC as independent registered public accounting firm for the fiscal year ended December 31, 2011

Issuer
Yes

Explanation of Responses:

For
For

1st United Bancorp, Inc.

FUBC
33740N105
5/24/2011
3/22/2011
1

Election of eleven (11) Directors

Issuer
Yes
For
For

2

Nonbinding advisory vote to approve executive compensation

Issuer
Yes
Against
Against

3

Nonbinding advisory vote on frequency of the nonbinding advisory vote to approve executive compensation

Issuer
Yes
1 yr
Against

4

To ratify the appointment of Crowe Horwath LLP as the company's principal independent registered public accounting firm for the company's fiscal year ending December 31, 2011

Issuer
Yes
For
For

Redwood Financial, Inc.

REDW
757903109
5/24/2011
3/24/2011
1

Election of two (2) Directors

Issuer
Yes
For
For

Valley Commerce Bancorp

VCBP

Explanation of Responses:

919518100

5/24/2011

3/24/2011

1

Election of nine (9) Directors

Issuer

Yes

For

For

2

To approve the non-binding advisory proposal concerning the compensation of the company's executives

Issuer

Yes

For

For

3

To ratify the board of directors' selection of Perry-Smith, LLP , independent public accountants, to serve as the company's auditors for the fiscal year ending December 31, 2011.

Issuer

Yes

For

For

Merck & Co., Inc.

MRK

58933Y105

5/24/2011

3/25/2011

1

Election of eighteen (18) Directors

Issuer

Yes

For

For

2

Ratification of the appointment of the Company's independent registered public accounting firm for 2011

Issuer

Yes

For

For

3

Advisory vote on executive compensation

Issuer

Yes

Against

Against

4

Advisory vote on the frequency of future votes on executive compensation

Issuer
Yes
1 yr
Against

Tower Bancorp, Inc

TOBC
891709107
5/24/2011
3/25/2011

1

Election of 6 (six) Directors

Issuer
Yes
For
For

2

Approval of an advisory, non-binding resolution regarding executive compensation.

Issuer
Yes
For
For

3

Approval of an advisory, non-binding proposal on the frequency of future advisory votes regarding executive compensation

Issuer
Yes
1 y
Against

4

Approval of an amendment to our amended and restated articles of incorporation to limit the transaction requiring approval of our shareholders by supermajority vote

Issuer
Yes
For
For

5

Ratification of appointment of KPMG, LLP as independent registered public accounting firm

Issuer
Yes
For
For

Omniamerican Bancorp, Inc.

OABC

Explanation of Responses:

68216R107
5/24/2011
3/31/2011

1

Election of 5 (five) Directors

Issuer
Yes
For
For

2

The ratification of appointment of McGladrey & Pullen LLP as independent registered public accounting firm for the year ending December 31, 2011

Issuer
Yes
For
For

3

To consider a non-binding resolution approving the compensation of our executive officers

Issuer
Yes
For
For

4

To consider a non-binding proposal relating to the frequency of future consideration by shareholders of the compensation of our executive officers

Issuer
Yes
1 yr
For

5

The approval of the 2011 equity incentive plan

Issuer
Yes
For
For

Pilot Bancshares, Inc.

PLBN
721530103
5/24/2011
4/4/2011

1

Election of 3 (three) Directors

Issuer
Yes
For
For

Explanation of Responses:

2

Approval of an amendment to the bylaws to authorized the board of directors to increase the number of directors by board resolution

Issuer
Yes
Against
Against

3

Approval of an amendment to the articles of incorporation to increase the number of authorized shares of the company's common stock to 20 million shares

Issuer
Yes
For
For

4

Approval of the pilot bancshares, Inc. 2011 incentive plan

Issuer
Yes
For
For

Heritage Oaks Bancorp

HEOP
42724R107
5/25/2011
3/31/2011

1

Election of 11 (eleven) Directors

Issuer
Yes
For
For

2

Non-binding vote on approval for executive compensation. To adopt a non-binding resolution approving the executive compensation disclosed in the proxy statement for the 2011 annual meeting of shareholders dated May25, 2011

Issuer
Yes
For
For

3

Ratification of independent accountants of Perry-Smith LLP as the company's independent registered public accounting firm for 2011

Issuer
Yes
For
For

Sound Financial, Inc.

SNFL
83607Y108
5/25/2011
3/31/2011
1

Election of two (2) Directors

Issuer
Yes
For
For

2

The ratification of the appointment of Moss Adams LLP as the independent registered public accounting firm for the fiscal year ending December 31 ,2011

Issuer
Yes
For
For

Pacific Premier Bancorp, Inc.

PPBI
69478X105
5/25/2011
4/1/2011
1

Election of 3 (three) Directors

Issuer
Yes
For
For

2

The ratification of the appointment of Vavrinek, Trine, Day & Co., LLP as independent auditors of Pacific Bancorp, Inc. for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

Bank of Virginia

BAYK
06544P104
5/25/2011
4/11/2011
1

Election of 9 (nine) Directors

Issuer
Yes
For

Explanation of Responses:

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For

2

To ratify the selection by audit committee of the board of directors of Yount, Hyde & Barbour, P.C. independent certified public accountants as auditors of the bank for 2011

Issuer

Yes

For

For

3

To approve the Bank of Virginia 2011 stock incentive plan, as more fully described in the accompanying proxy statement

Issuer

Yes

For

For

4

To adjourn the annual meeting to a latter date or dates, if necessary, to permit further solicitation of proxies in event there are not sufficient votes at the time of annual meeting to approve matters to be considered by shareholders at the meeting, as more fully described in the accompanying proxy statement.

Issuer

Abstain

Abstain

Abstain

Mackinac Financial Corporation

MFNC

554571109

5/25/2011

4/19/2011

1

Election of 4 (four) Directors

Issuer

Yes

For

For

2

A proposal to approve, in non-binding advisory vote, the corporation's compensation of executives, as disclosed in the proxy statement for the annual meeting

Issuer

Yes

For

For

3

To ratify the appointment of Plante & Moran PLLC as independent auditors for the year ending December 31, 2011

Issuer

Yes

Explanation of Responses:

For
For

Ameris Bancorp

ABCB
03076K108
5/26/2011
3/17/2011

1

Election of 4 (four) Directors

Issuer
Yes
For
For

2

Ratification of the appointment of Porter Kealdle Moore LLP as the company's independent auditor for the fiscal year ended December 31, 2011

Issuer
Yes
For
For

3

Approval of non-binding advisory proposal on executive compensation

Issuer
Yes
For
For

4

Approval of the amendment of the company's articles of incorporation to increase the number of authorized shares of common stock from 30 million to 100 million shares

Issuer
Yes
For
For

Bridge Capital Holdings

BBNK
108030107
5/26/2011
3/29/2011

1

Election of 9 (nine) Directors

Issuer
Yes
For
For

2

Explanation of Responses:

To approve a non-executive employee option exchange program

Issuer
Yes
For
For

3

To reapprove the existing performance criteria under the company's 2006 equity incentive plan

Issuer
Yes
For
For

4

To ratify the appointment of Vavrinek, Trine Day & Co. LLP as independent accountants for the company's 2011 fiscal year

Issuer
Yes
For
For

Greater Hudson Bank, N.A.

GHDS
391868106
5/26/2011
3/31/2011

1

Election of 6 (six) Directors

Issuer
Yes
For
For

First California Financial Group, Inc.

FCAL
319395109
5/26/2011
4/15/2011

1

Election of 8 (eight) Directors

Issuer
Yes
For
For

2

To approve amendments to the first California 2007 omnibus equity incentive plan

Issuer
Yes
Against
Against

Explanation of Responses:

3

To ratify the appointment of Moss Adams LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

4

To approve a non-binding advisory proposal on the company's executive compensation

Issuer
Yes
For
For

Wal-Mart Stores, Inc.

WMT
931142103
6/3/2011
4/6/2011

1

Election of fifteen (15) Directors

Issuer
Yes
For
For

2

Ratification of Ernst & Young LLP as independent accountants

Issuer
Yes
For
For

3

Advisory vote on executive compensation

Issuer
Yes
Against
Against

4

Advisory vote on the frequency of future advisory votes on executive compensation

Issuer
Yes
1 yr
For

5

Gender identity non-discrimination policy

Explanation of Responses:

	Holder
	Yes
	Against
	For
	6
Political contributions report	Holder
	Yes
	Against
	For
	7
Special shareowner meetings	Holder
	Yes
	For
	Against
	8
Require suppliers to publish annual sustainability report	Holder
	Yes
	Against
	For
	9
Climate change risk disclosure	Holder
	Yes
	Against
	For
Oak Ridge Financial Services, Inc.	BKOR
	671768109
	6/9/2011
	4/8/2011
	1
Election of five (5) Directors	Issuer
	Yes
	For
	For
	2
Proposal to approve the non-binding advisory resolution for approval of the executive compensation disclosed in the proxy statement	Issuer
	Yes
	For

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For

3

Proposal to ratify the appointment of Elliott Davis, PLCC as the independent registered public accounting firm for the company for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

CCF Holding Company

CCFH
12487X104
6/16/2011
5/2/2011
1

Election of two (2) Directors

Issuer
Yes
For
For

2

To amend the articles of incorporation of the company to increase the number of authorized shares of common stock from 20 million to 50 million

Issuer
Yes
For
For

3

To ratify the appointment of Thigpen, Jones Seaton & Co., PC as the independent registered accounting firm for the company for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

4

To permit management to adjourn the annual meeting of shareholders to another time and date if such action is necessary to solicit additional proxies or attendance at the meeting

Issuer
Yes
Abstain
Abstain

Legacy Bancorp, Inc.

LEGC
52463G105
6/20/2011
5/2/2011

Explanation of Responses:

1

To consider and vote upon a proposal to adopt the agreement and plan of merger, dated as of December 21, 2010, by and between Berkshire Hills Bancorp, Inc. and Legacy Bancorp, Inc. and thereby to approve the transactions contemplated by the merger agreement, including the merger of Legacy Bancorp, Inc. with and into Berkshire Hills Bancorp, Inc.

Issuer
Yes
For
For

2

To approve one or more adjournments of the special meeting if necessary or appropriate including adjournments to permit further solicitation of proxies in favor of the merger

Issuer
Yes
Abstain
Abstain

Old Line Bancshares, Inc.

OLBK
67984M100
6/23/2011
4/25/2011

1

Election of six (6) Directors

Issuer
Yes
For
For

2

To ratify the appointment of Rowles & Company LLP as independent public accountants to audit financial statements of Old Line Bancshares, Inc for 2011

Issuer
Yes
For
For

Western Liberty Bancorp

WLBC
961443108
6/23/2011
4/25/2011

1

Election of eight (8) Directors

Issuer
Yes
For
For

2

Explanation of Responses:

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To ratify the appointment of Crowe Horwath LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011

Issuer
Yes
For
For

Naugatuck Valley Financial Corp

NVSLD
639067107
6/24/2011
5/3/2011

1

The approval of the plan of conversion and reorganization pursuant to which Naugatuck Valley Savings and Loan will convert from the mutual holding company corporate structure to the stock holding company corporate structure and a newly formed Maryland chartered holding company named Naugatuck Valley Financial Corporation will offer shares of its common stock for sale

Issuer
Yes
For
For

2a

Approval of a provision in New Naugatuck Valley Financial Corporation's articles of incorporation requiring a super-majority vote to approve certain amendments to New Naugatuck Valley Financial Corporations articles of incorporation

Issuer
Yes
Against
Against

2b

Approval of a provision in New Naugatuck Valley Financial Corporations articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of New Naugatuck Valley Corporation's outstanding voting stock

Issuer
Yes
Against
Against

3

Election of three (3) Directors

Issuer
Yes
For
For

4

The ratification of the appointment of Whittlesey & Hadley PC as independent registered public accountants of Naugatuck Valley Financial Corporation for the fiscal year ending December 31, 2011

Issuer
Yes

Explanation of Responses:

For

For

5

The approval of the adjournment of the annual meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the plan of conversion and reorganization. *Note* such other business as may properly come before the meeting or any adjournment thereof.

Issuer

Abstain

Abstain

Abstain

SIGNATURE

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) First
Opportunity
Fund, Inc.

By: /s/ Stephen C.
Miller
Stephen C.
Miller
President
(Principal
Executive
Officer)

Date: August 31, 2011
