

ServiceNow, Inc.
Form 4
July 06, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NOELL CHARLES III

(Last) (First) (Middle)

100 INTERNATIONAL DRIVE,
SUITE 19100

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ServiceNow, Inc. [NOW]

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/05/2012 | | C | | 29,888,968 ⁽¹⁾ | A | \$ 0 | 29,913,036 | I | See footnotes (3) (4) |
| Common Stock | 07/05/2012 | | C | | 10,472,376 ⁽¹⁾ | A | \$ 0 | 10,480,810 | I | See footnotes (5) (6) |
| Common Stock | 07/05/2012 | | C | | 186,512 ⁽¹⁾ | A | \$ 0 | 186,662 | I | See footnote (7) |
| Common Stock | 07/05/2012 | | C | | 474,696 | A | \$ 0 | 474,696 | D | |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series A Convertible Preferred Stock | <u>(1)</u> | 07/05/2012 | | C | 10,000,000 | <u>(1)</u> <u>(1)</u> | Common Stock 10,000,000 |
| Series A Convertible Preferred Stock | <u>(1)</u> | 07/05/2012 | | C | 3,503,760 | <u>(1)</u> <u>(1)</u> | Common Stock 3,503,760 |
| Series A Convertible Preferred Stock | <u>(1)</u> | 07/05/2012 | | C | 62,400 | <u>(1)</u> <u>(1)</u> | Common Stock 62,400 |
| Series B Convertible Preferred Stock | <u>(2)</u> | 07/05/2012 | | C | 15,954,544 | <u>(2)</u> <u>(2)</u> | Common Stock 15,954,544 |
| Series B Convertible Preferred Stock | <u>(2)</u> | 07/05/2012 | | C | 5,590,088 | <u>(2)</u> <u>(2)</u> | Common Stock 5,590,088 |
| Series B Convertible Preferred Stock | <u>(2)</u> | 07/05/2012 | | C | 99,560 | <u>(2)</u> <u>(2)</u> | Common Stock 99,560 |
| Series C Convertible Preferred Stock | <u>(3)</u> <u>(4)</u> | 07/05/2012 | | C | 3,934,424 | <u>(3)</u> <u>(4)</u> <u>(3)</u> <u>(4)</u> | Common Stock 3,934,424 |
| Series C Convertible Preferred Stock | <u>(3)</u> <u>(4)</u> | 07/05/2012 | | C | 1,378,528 | <u>(3)</u> <u>(4)</u> <u>(3)</u> <u>(4)</u> | Common Stock 1,378,528 |

Preferred
Stock

Series C
Convertible
Preferred
Stock

(3) (4)

07/05/2012

C

24,552

(3)(4)

(3)(4)

Common
Stock

24

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | |
|--|---|
| NOELL CHARLES III 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202 | X |
|--|---|

Signatures

/s/ Charles E.
Noell III

07/05/2012

**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).

The total represents shares received upon conversion of shares of the Issuer's Series A Convertible Preferred Stock (the "Series A Shares"), Series B Convertible Preferred Stock (the "Series B Shares") and Series C Convertible Preferred Stock (the "Series C Shares") and together with the Series A Shares and Series B Shares, collectively, the "Preferred Shares").

(2) Effective upon the closing of the Issuer's initial public offering of its common stock, each Preferred Share automatically converted into eight shares of Common Stock as shown in column 7. The Preferred Shares had no expiration date.

(3) As of the date hereof, JMI Equity Fund V, L.P. ("Fund V") owns an aggregate of 28,275,358 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering, Fund V owned 22,750 shares of Common Stock, 1,181,565 Series A Shares, 1,885,133 Series B Shares and 464,878 Series C Shares. As of the date hereof, JMI Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds") owns an aggregate of 1,637,678 shares of Common Stock after conversion of the Preferred Shares. (Continued in footnote 4)

(4) (Continued from footnote 3) Prior to the Issuer's initial public offering Fund V (AI) owned 1,318 shares of Common Stock, 68,435 Series A Shares, 109,185 Series B Shares and 26,925 Series C Shares. Mr. Noell is a managing member of JMI Associates V, L.L.C., the general partner of the Equity V Funds. Mr. Noell disclaims Section 16 beneficial ownership of the shares held by the Equity V Funds and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by the Equity V Funds, except to the extent of his pecuniary interest, if any, in the shares held by the Equity V Funds by virtue of his membership interest in JMI Associates V, L.L.C.

(5) As of the date hereof, JMI Equity Fund IV, L.P. ("Fund IV") owns an aggregate of 7,494,302 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering Fund IV owned 6,030 shares of Common Stock, 313,170 Series A Shares, 499,649 Series B Shares and 123,215 Series C Shares. As of the date hereof, JMI Euro Equity Fund IV, L.P. ("Euro Fund") owns an aggregate of 2,393,038 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering Euro Fund owned 1,926 shares of Common Stock, 100,000 Series A Shares, 159,545 Series B Shares and 39,344 Series C Shares. As of the date hereof, JMI Equity Fund IV (AI), L.P. ("Fund IV (AI)" and together with Fund IV and Euro Fund, collectively the "Equity IV Funds") owns an aggregate of 593,470 shares of Common Stock after conversion of the Preferred Shares. (Continued in footnote 6)

(6) (Continued from footnote 5) Prior to the Issuer's initial public offering Fund IV (AI) owned 478 shares of Common Stock, 24,800 Series A Shares, 39,567 Series B Shares and 9,757 Series C Shares. Mr. Noell is a managing member of JMI Associates IV, L.L.C., the general partner of the Equity IV Funds. Mr. Noell disclaims Section 16 beneficial ownership of the shares held by the Equity IV Funds and this

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report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by the Equity IV Funds, except to the extent of his pecuniary interest, if any, in the shares held by the Equity IV Funds by virtue of his membership interest in JMI Associates IV, L.L.C.

- As of the date hereof, JMI Equity Side Fund, L.P. ("Equity Side Fund") owns an aggregate of 186,662 shares of Common Stock upon conversion of the Preferred Shares. Prior to the Issuer's initial public offering Equity Side Fund owned 150 shares of Common Stock, 7,800 Series A Shares, 12,445 Series B Shares and 3,069 Series C Shares. Mr. Noell is an officer and the sole managing member of JMI
- (7) Equity Side Associates, L.L.C., the general partner of Equity Side Fund. Mr. Noell is a limited partner of Equity Side Fund. Mr. Noell disclaims Section 16 beneficial ownership of the shares held by the Equity Side Fund and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by the Equity Side Fund, except to the extent of his pecuniary interest, if any, in the shares held by the Equity Side Fund by virtue of his limited partnership interest in Equity Side Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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