

MOORES JOHN J
Form 4
November 20, 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 *
MOORES JOHN J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
111 CONGRESS AVENUE, SUITE 2600

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2012

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

AUSTIN, TX 78701

(City) (State) (Zip)

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 or Price					
Common Stock	11/20/2012		S		7,101,250 (1)	D	\$ 26.88	22,811,786 (6)	I	See footnote (6) (11)
Common Stock	11/20/2012		S		2,488,107 (2)	D	\$ 26.88	7,992,703 (7)	I	See footnote (7) (11)
Common Stock	11/20/2012		S		44,313 (3)	D	\$ 26.88	142,349 (8)	I	See footnote (8) (11)
Common Stock	11/20/2012		S		2,315,009 (4)	D	\$ 26.88	7,436,645 (9)	I	See footnote

Common Stock	11/20/2012	S	1,014,219 <u>(5)</u>	D	\$ 26.88	3,258,040 <u>(10)</u>	I	(9) (11) See footnote <u>(10)</u> <u>(11)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORES JOHN J 111 CONGRESS AVENUE, SUITE 2600 AUSTIN, TX 78701	X	X		

Signatures

/s/ John J. Moores
11/20/2012

__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).
- (1) In connection with the Issuer's public offering pursuant to a registration statement on Form S-1 (No. 333-184674) (the "Follow-on Offering"), (i) JMI Equity Fund V, L.P. ("Fund V") sold 6,712,471 shares of the Issuer's common stock ("Common Stock") and (ii) JMI

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Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds") sold 388,779 shares of Common Stock, in each case, pursuant to an underwriting agreement, dated November 14, 2012 by and among the Issuer, the underwriters and the selling stockholders party thereto (the "Underwriting Agreement").

- (2) In connection with the Follow-on Offering, (i) JMI Equity Fund IV, L.P. ("Fund IV") sold 1,779,120 shares of Common Stock, (ii) JMI Euro Equity Fund IV, L.P. ("Euro Fund") sold 568,099 shares of Common Stock and (iii) JMI Equity Fund IV (AI), L.P. ("Fund IV (AI)" and together with Fund IV and Euro Fund, collectively the "Equity IV Funds") sold 140,888 shares of Common Stock, in each case, pursuant to the Underwriting Agreement.
- (3) In connection with the Follow-on Offering, JMI Equity Side Fund, L.P. ("Equity Side Fund") sold 44,313 shares of Common Stock pursuant to the Underwriting Agreement.
- (4) In connection with the Follow-on Offering, JMI Participating Partners ("Participating Partners") sold 2,315,009 shares of Common Stock pursuant to the Underwriting Agreement.
- (5) In connection with the Follow-on Offering, JMI Services, LLC ("Services") sold 1,014,219 shares of Common Stock pursuant to the Underwriting Agreement.

- (6) Immediately following the consummation of the Follow-on Offering, Fund V owns an aggregate of 21,562,887 shares of Common Stock and Fund V (AI) owns an aggregate of 1,248,899 shares of Common Stock. Mr. Moores is a limited partner in Fund V and a co-trustee and settlor of various family trusts that include certain immediate family members (collectively, the "Trusts"), each a limited partner of Fund V (AI). Mr. Moores 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 limited partnership interest in Fund V and his position as a co-trustee of the Trusts. Investment decisions by each of the Trusts are made by a majority vote of the co-trustees and the Trusts are irrevocable.

- (7) Immediately following the consummation of the Follow-on Offering, Fund IV owns an aggregate of 5,715,182 shares of Common Stock, Euro Fund owns an aggregate of 1,824,939 shares of Common Stock and Fund IV (AI) owns an aggregate of 452,582 shares of Common Stock. Mr. Moores is a limited partner in Fund IV and a co-trustee and settlor of each of the Trusts, each a limited partner of Fund IV(AI). Mr. Moores disclaims Section 16 beneficial ownership of the shares held by the Equity IV 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 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 limited partnership interest in Fund IV and his position as a trustee of the Trusts. Investment decisions by each of the Trusts are made by a majority vote of the co-trustees and the Trusts are irrevocable.

- (8) Immediately following the consummation of the Follow-on Offering, Equity Side Fund owns an aggregate of 142,349 shares of Common Stock. Mr. Moores has a limited partnership interest in Sub Fund, L.P. ("Sub Fund"), which is a limited partner of Equity Side Fund. Mr. Moores 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 Sub Fund.

- (9) Immediately following the consummation of the Follow-on Offering, Participating Partners owns an aggregate of 7,436,645 shares of Common Stock. Mr. Moores is a member of El Camino Advisors, LLC, the managing general partner of Participating Partners and a co-trustee and settlor of each of the Trusts, each a limited partner of Participating Partners. Mr. Moores disclaims Section 16 beneficial ownership of the shares held by Participating Partners and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by Participating Partners, except to the extent of his pecuniary interest, if any, in the shares held by Participating Partners by virtue of his partnership interest in Participating Partners and his position as a co-trustee of the Trusts. Investment decisions by each of the Trusts are made by a majority vote of the co-trustees and the Trusts are irrevocable.

- (10) Immediately following the consummation of the Follow-on Offering, Services owns an aggregate of 3,258,040 shares of Common Stock. JMTX Manager, Inc. is the manager of Services and Mr. Moores owns all of the membership interests in Services and all of the stock of JMTX Manager, Inc. Mr. Moores disclaims Section 16 beneficial ownership of the shares held by Services and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by Services, except to the extent of his pecuniary interest in the shares, if any, held by Services by virtue of his membership interest in Services and his equity interest in JMTX Manager, Inc.

- (11) Charles E. Noell, III, a managing member of JMI Associates V, L.L.C. and JMI Associates IV, L.L.C., an officer of JMI Side Associates, L.L.C., a member of El Camino Advisors, LLC, and director and officer of JMTX Manager, Inc., and Paul V. Barber, a managing member of JMI Associates V, L.L.C. and JMI Associates IV, L.L.C. and an officer of JMI Side Associates, L.L.C., each serve as the representatives of John J. Moores on the Issuer's board of directors.

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.