

ServiceNow, Inc.  
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 \*  
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)  
11/20/2012

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 or Price   |  |   |                |   |                  |
| Common Stock                    | 11/20/2012                           |  | S                              |   | 7,101,250 (1)   | D  | \$ 26.88  | 22,811,786 (4) | I | See footnote (4) |
| Common Stock                    | 11/20/2012                           |  | S                              |   | 2,488,107 (2)   | D  | \$ 26.88  | 7,992,703 (5)  | I | See footnote (5) |
| Common Stock                    | 11/20/2012                           |  | S                              |   | 44,313 (3)  | D  | \$ 26.88  | 142,349 (6)    | I | See footnote (6) |
| Common Stock                    | 11/20/2012                           |  | S                              |   | 112,691   | D  | \$ 26.88  | 362,005        | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| NOELL CHARLES III<br>100 INTERNATIONAL DRIVE, SUITE 19100<br>BALTIMORE, MD 21202 |               | X         |         |       |

## Signatures

/s/ Charles E. Noell, III 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).
- 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 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").
- (1)
- 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.
- (2)

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- (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.

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. 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.

- (4)

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. 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 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.

- (5)

Immediately following the consummation of the Follow-on Offering, Equity Side Fund owns an aggregate of 142,349 shares of Common Stock. Mr. Noell is an officer and the sole managing member of JMI 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.

- (6)

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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