

ServiceNow, Inc.
Form 4
November 21, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JMI Associates V LLC

(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	(A) or (D)	Price			
Common Stock	11/20/2012		S		7,101,250 <u>(1)</u>	D	\$ 26.88	22,811,786 <u>(4)</u>	I	See footnote <u>(4)</u> <u>(7)</u>
Common Stock	11/20/2012		S		2,488,107 <u>(2)</u>	D	\$ 26.88	7,992,703 <u>(5)</u>	I	See footnote <u>(5)</u> <u>(7)</u>
Common Stock	11/20/2012		S		44,313 <u>(3)</u>	D	\$ 26.88	142,349 <u>(6)</u>	I	See footnote <u>(6)</u> <u>(7)</u>
Common Stock	11/21/2012		J		22,811,786 <u>(8)</u>	D	\$ 0	0	I	See footnote

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Common Stock	11/21/2012	J	7,992,703 (9)	D	\$ 0	0	I	(8) See footnote (9)
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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
JMI Associates V LLC 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X		
JMI Equity Fund V L P 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X		
JMI EQUITY FUND V AI L P 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X		
JMI EQUITY FUND IV LP 100 INTERNATIONAL DRIVE	X	X		

SUITE 19100
BALTIMORE, MD 21202

JMI Equity Fund IV (AI), LP 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X
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JMI Associates IV, LLC 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X
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JMI EURO EQUITY FUND IV L P 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X
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JMI Equity Side Fund, LP 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X
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JMI Side Associates, LLC 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X
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Signatures

/s/ Paul V. Barber,
Attorney-in-Fact

11/21/2012

__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").

(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) Immediately following the consummation of the Follow-on Offering, Fund V owned an aggregate of 21,562,887 shares of Common Stock and Fund V (AI) owned an aggregate of 1,248,899 shares of Common Stock. JMI Associates V, L.L.C. is the general partner of the Equity V Funds and for Section 13(d) purposes may be deemed to be the beneficial owner of the shares held by the Equity V Funds. JMI Associates V, L.L.C. 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 its pecuniary interest, if any, in shares held by the Equity V Funds by virtue of its general partner interest in the Equity V Funds.

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- Immediately following the consummation of the Follow-on Offering, Fund IV owned an aggregate of 5,715,182 shares of Common Stock, Euro Fund owned an aggregate of 1,824,939 shares of Common Stock and Fund IV (AI) owned an aggregate of 452,582 shares of Common Stock. JMI Associates IV, L.L.C. is the general partner of the Equity IV Funds and for Section 13(d) purposes may be deemed
- (5) to be the beneficial owner of the shares held by Equity IV Funds. JMI Associates IV, L.L.C. 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 Equity IV Funds, except to the extent of its pecuniary interest, if any, in the shares held by Equity IV Funds by virtue of its general partner interest in the Equity IV Funds.

- Immediately following the consummation of the Follow-on Offering, Equity Side Fund owned an aggregate of 142,349 shares of Common Stock. JMI Side Associates, L.L.C. is the general partner of Equity Side Fund and for Section 13(d) purposes may be deemed to
- (6) be the beneficial owner of the shares held by the Equity Side Fund. JMI Side Associates, L.L.C. 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.

- Charles E. Noell, III and Paul V. Barber, each a managing member of JMI Associates V, L.L.C. and JMI Associates IV, L.L.C., and each
- (7) an officer of JMI Equity Side Associates, L.L.C., serve as the representatives of JMI Associates V, L.L.C., JMI Associates IV, L.L.C., JMI Equity Side Associates, L.L.C., Equity V Funds, Equity IV Funds and Equity Side Fund on the Issuer's board of directors.

- Represents (i) 17,250,310 shares of Common Stock contributed by Fund V to JMI Equity Fund V Trust and 4,312,577 shares of Common Stock contributed by Fund V to JMI Associates V Trust on November 21, 2012, and (ii) 999,119 shares of Common Stock contributed by
- (8) Fund V (AI) to JMI Equity Fund V (AI) Trust and 249,780 shares of Common Stock contributed by Fund V (AI) to JMI Associates V (AI) Trust on November 21, 2012. Each such contribution described herein was made for no consideration, and was made simultaneously with each of the other contributions described in this footnote and footnote (9).

- Represents (i) 4,572,146 shares of Common Stock contributed by Fund IV to JMI Equity Fund IV Trust and 1,143,036 shares of Common Stock contributed by Fund IV to JMI Associates IV Trust on November 21, 2012, (ii) 1,459,951 shares of Common Stock contributed by Euro Fund to JMI Euro Equity Fund IV Trust and 364,988 shares of Common Stock contributed by Euro Fund to JMI
- (9) Associates Euro IV Trust on November 21, 2012, and (iii) 362,066 shares of Common Stock contributed by Fund IV (AI) to JMI Equity Fund IV (AI) Trust and 90,516 shares of Common Stock contributed by Fund IV (AI) to JMI Associates IV (AI) Trust on November 21, 2012. Each such contribution described herein was made for no consideration, and was made simultaneously with each of the other contributions described in this footnote and footnote (8).

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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