

ServiceNow, Inc.
Form 4
February 21, 2013

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

OMB
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(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)
02/19/2013

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	02/19/2013		S		52,981	D \$ 33.63 (1)	618,530 (11) (12)	D (11) (12)	
Common Stock	02/19/2013		S		2,789	D \$ 34.2 (2)	615,741 (11) (12)	D (11) (12)	
Common Stock	02/19/2013		S		42,018 (9)	D \$ 33.63 (3)	37,287 (9)	I	See footnote (9)
Common Stock	02/19/2013		S		2,212 (9)	D \$ 34.2 (4)	35,075 (9)	I	See footnote (9)

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Common Stock	02/20/2013	S	44,063	D	\$ 33.39 (5)	571,678 (11) (12)	D (11) (12)	
Common Stock	02/20/2013	S	167	D	\$ 33.87 (6)	571,511 (11) (12)	D (11) (12)	
Common Stock	02/20/2013	S	34,942 (10)	D	\$ 33.39 (7)	133 (10)	I	See footnote (10)
Common Stock	02/20/2013	S	133 (10)	D	\$ 33.87 (8)	0 (10)	I	See footnote (10)

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

Signatures

/s/ Charles E.
Noell, III

02/21/2013

**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 price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$33.11 to \$34.11 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(2) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$34.12 to \$34.29 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(3) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$33.11 to \$34.11 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(4) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$34.12 to \$34.29 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(5) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$32.84 to \$33.84 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(6) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$33.85 to \$33.89 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(7) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$32.84 to \$33.84 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(8) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$33.85 to \$33.89 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(9) Represents shares of Common Stock sold on February 19, 2013 by six family trusts for which Mr. Noell may be deemed to control investment decisions (the "Family Trusts"). Immediately following such sale, the Family Trusts directly held an aggregate of 35,075 shares of Common Stock. The Family Trusts are irrevocable, and one or more beneficiaries of such trusts is an immediate family member of Mr. Noell. Mr. Noell disclaims Section 16 beneficial ownership of the shares held by such trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by such trusts, except to the extent of his pecuniary interest, if any, in the shares held by such trusts by virtue of his position with such trusts.

(10) Represents shares of Common Stock sold by the Family Trusts on February 20, 2013. Immediately following such sale, the Family Trusts directly hold shares of Common Stock.

(11) As of the date of this report, JMI Equity Fund IV Trust, JMI Associates IV Trust, JMI Equity Fund IV (AI) Trust, JMI Associates IV (AI) Trust, JMI Euro Equity Fund IV Trust, JMI Associates Euro IV Trust, JMI Equity Fund V Trust, JMI Associates V Trust, JMI Equity Fund V (AI) Trust and JMI Associates V (AI) Trust (collectively, the "JMI Trusts") directly hold an aggregate of 21,845,887 shares of Common Stock. The JMI Trusts are irrevocable and Mr. Noell is a co-trustee of the JMI Trusts (other than for Euro Fund

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Trust) and a beneficiary of the JMI Trusts. (Continued in footnote 12)

- (12) Mr. Noell disclaims Section 16 beneficial ownership of the shares held by the JMI Trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by the JMI Trusts, except to the extent of his pecuniary interest, if any, in the shares held by the JMI Trusts by virtue of his position as a co-trustee of the JMI Trusts (other than for Euro Fund Trust) and a beneficiary of the JMI Trusts.

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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