

ServiceNow, Inc.
Form 4
July 02, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
06/28/2012

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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V Amount (D) Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	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
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (right to buy)	\$ 18	06/28/2012	A		0 <u>(3)</u> <u>(4)</u>		<u>(1)</u>	06/27/2022	Common Stock	0 <u>(3)</u> <u>(4)</u>	\$ 0
Director Stock Option (right to buy)	\$ 18	06/28/2012	A		0 <u>(5)</u> <u>(6)</u>		<u>(2)</u>	06/27/2022	Common Stock	0 <u>(5)</u> <u>(6)</u>	\$ 0

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		

Signatures

JMI Equity Fund V, L.P. /s/ Paul V. Barber, Attorney-in-Fact 07/02/2012
 **Signature of Reporting Person Date

JMI Equity Fund V (AI), L.P. /s/ Paul V. Barber,
 Attorney-in-Fact 07/02/2012
 **Signature of Reporting Person Date

JMI Associates V, L.L.C. /s/ Paul V. Barber,
Attorney-in-Fact

07/02/2012

__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).

Represents a stock option granted to Charles E. Noell III (the "Noell Option") which vests as to 1/3rd of the total number of shares on June 28, 2013 and thereafter vests as to an additional 1/3rd of the total number of shares on each of the second and third anniversary of June 28, 2012.

Represents a stock option granted to Paul V. Barber (the "Barber Option") which vests as to 1/3rd of the total number of shares on June 28, 2013 and thereafter vests as to an additional 1/3rd of the total number of shares on each of the second and third anniversary of June 28, 2012.

Certain of the proceeds from the future sale of the shares of common stock issuable upon exercise of the Noell Option (the "Noell Option Shares") will be delivered to JMI Associates V, L.L.C., the general partner of JMI Equity Fund V, L.P. ("Fund V") and JMI Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds"), pursuant to a contractual obligation of Mr. Noell to assign any compensation received for service as a director on the board of directors of the Issuer (the "Board of Directors"), to offset the management fees of the Equity V Funds. (Continued in footnote 4)

(Continued from footnote 3) Mr. Noell is a managing member of JMI Associates V, L.L.C. and serves as the representative of JMI Associates V, L.L.C. and the Equity V Funds on the Board of Directors. JMI Associates V, L.L.C. disclaims Section 16 beneficial ownership of the Noell Option Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of the Noell Option Shares, except to the extent of its pecuniary interest in the Noell Option Shares. Each of the Equity V Funds disclaim Section 16 beneficial ownership of the Noell Option Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of the Noell Option Shares, except to the extent of its pecuniary interest, if any, in the Noell Option Shares.

The proceeds from the future sale of the shares of common stock issuable upon exercise of the Barber Option (the "Barber Option Shares") will be delivered to JMI Associates V, L.L.C., the general partner of JMI Equity Fund V, L.P. ("Fund V") and JMI Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds"), pursuant to a contractual obligation of Mr. Barber to assign any compensation received for service as a director on Board of Directors, to offset the management fees of the Equity V Funds. Mr. Barber is a managing member of JMI Associates V, L.L.C. and serves as the representative of JMI Associates V, L.L.C. and the Equity V Funds on the Board of Directors. (Continued in footnote 6)

(Continued from footnote 5) JMI Associates V, L.L.C. disclaims Section 16 beneficial ownership of the Barber Option Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of the Barber Option Shares, except to the extent of its pecuniary interest in the Barber Option Shares. Each of the Equity V Funds disclaim Section 16 beneficial ownership of the Barber Option Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of the Barber Option Shares, except to the extent of its pecuniary interest, if any, in the Barber Option Shares.

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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