ServiceNow, Inc.
Form 4
May 01, 2013

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCGF GENPAR LTD

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 | 04/29/2013 | | J(1) | | 5,737,063 | D | (1) | 17,211,189 | I | By Sequoia Capital U.S. Growth Fund IV, LP (2) |
| Common Stock | 04/29/2013 | | J(1) | | 249,023 | D | (1) | 747,069 | I | By Sequoia Capital USGF Principals Fund IV, |

| | | | | | |
|---|---|---|---|---|---|
| | | | | | LP (2) |
| Common Stock | | | 337,500 | I | By SC US GF V Holdings, Ltd. (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | 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 |
| SCGF GENPAR LTD<br>3000 SAND HILL ROAD<br>4-250<br>MENLO PARK, CA 94025 | | X | | |
| SEQUOIA CAPITAL US GROWTH FUND IV LP<br>3000 SAND HILL ROAD<br>4-250<br>MENLO PARK, CA 94025 | | X | | |
| SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP<br>3000 SAND HILL ROAD<br>4-250<br>MENLO PARK, CA 94025 | | X | | |
| | | X | | |

| | | | |
|---|---|---|---|
| SEQUOIA CAPITAL USGF PRINCIPALS FUND V, L.P.<br>3000 SAND HILL ROAD<br>4-250<br>MENLO PARK, CA 94025 | | | |
| SC US GF V Holdings, Ltd.<br>3000 SAND HILL ROAD<br>4-250<br>MENLO PARK, CA 94025 | | X | |
| SCGF V Management, L.P.<br>3000 SAND HILL ROAD<br>4-250<br>MENLO PARK, CA 94025 | | X | |
| SC GF V TT, Ltd.<br>3000 SAND HILL ROAD<br>4-250<br>MENLO PARK, CA 94025 | | X | |
| SEQUOIA CAPITAL U.S. GROWTH FUND V, L.P.<br>3000 SAND HILL ROAD<br>4-250<br>MENLO PARK, CA 94025 | | X | |
| SCGF IV MANAGEMENT LP<br>3000 SAND HILL ROAD<br>4-250<br>MENLO PARK, CA 94025 | | X | |

## Signatures

| | |
|---|---|
| /s/Douglas Leone, a Managing Director of SCGF GenPar Ltd | 05/01/2013 |
| **Signature of Reporting Person | Date |
| /s/Douglas Leone, a Managing Director of SCGF GenPar Ltd. the General Partner of SCGF IV Management, L.P. | 05/01/2013 |
| **Signature of Reporting Person | Date |
| /s/Douglas Leone, a Managing Director of SCGF GenPar Ltd, the General Partner of SCGF IV Management, L.P., the General Partner of Sequoia Capital U.S. Growth Fund IV, L.P. | 05/01/2013 |
| **Signature of Reporting Person | Date |
| /s/Douglas Leone, a Managing Director of SCGF GenPar Ltd, the General Partner of SCGF IV Management, L.P., the General Partner of Sequoia Capital USGF Principals Fund IV, L.P. | 05/01/2013 |
| **Signature of Reporting Person | Date |
| /s/Douglas Leone, Director of SC US GF V Holdings, Ltd. | 05/01/2013 |
| **Signature of Reporting Person | Date |
| /s/Douglas Leone, a Managing Director of SCGF V TT, Ltd. | 05/01/2013 |
| **Signature of Reporting Person | Date |

/s/Douglas Leone, a Managing Director of SCGF V TT, Ltd., the General Partner of SCGF V Management, L.P 05/01/2013

**Signature of Reporting Person Date

/s/Douglas Leone, a Managing Director of SC GF V TT, Ltd., the General Partner of SCGF V Management, L.P., the General Partner of Sequoia Capital US Growth Fund V, L.P. 05/01/2013

**Signature of Reporting Person Date

/s/Douglas Leone, a Managing Director of SC GF V TT, Ltd., the General Partner of SCGF V Management, L.P., the General Partner of Sequoia Capital USGF Principals Fund V, L.P. 05/01/2013

**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)** Represents a pro rata in-kind distribution of Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.

**(2)** SCGF GenPar, Ltd. ("SCGF GenPar") is the sole general partner of SCGF IV Management, L.P. ("SCGF IV Management"), which is the sole general partner of Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. As a result, SCGF GenPar and SCGF IV Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

**(3)** SC GF V TT, Ltd. ("SCGF V") is the sole general partner of SCGF V Management, L.P. ("SCGF V Management"), which is the sole general partner of each of Sequoia Capital US Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. Sequoia Capital US Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. together own 100% of the outstanding ordinary shares of SC US GF V Holdings, Ltd. As a result, Sequoia Capital US Growth Fund V, L.P., Sequoia Capital USGF Principals Fund V, L.P., SCGF V and SCGF V Management may be deemed to share voting and dispositive power with respect to the shares held by SC US GF V Holdings, Ltd. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

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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