

Barber Paul V
Form 4
July 06, 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 *
Barber Paul V

(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)

07/05/2012

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	07/05/2012		C		29,888,968 <u>(1)</u>	A	\$ 0 29,913,036	I	See footnotes (3) (4)
Common Stock	07/05/2012		C		10,472,376 <u>(1)</u>	A	\$ 0 10,480,810	I	See footnotes (5) (6)
Common Stock	07/05/2012		C		186,512 <u>(1)</u>	A	\$ 0 186,662	I	See footnote (7)

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series A Convertible Preferred Stock	<u>(1)</u>	07/05/2012		C		10,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock	10,000,000
Series A Convertible Preferred Stock	<u>(1)</u>	07/05/2012		C		3,503,760	<u>(1)</u>	<u>(1)</u>	Common Stock	3,503,760
Series A Convertible Preferred Stock	<u>(1)</u>	07/05/2012		C		62,400	<u>(1)</u>	<u>(1)</u>	Common Stock	62,400
Series B Convertible Preferred Stock	<u>(2)</u>	07/05/2012		C		15,954,544	<u>(2)</u>	<u>(2)</u>	Common Stock	15,954,544
Series B Convertible Preferred Stock	<u>(2)</u>	07/05/2012		C		5,590,088	<u>(2)</u>	<u>(2)</u>	Common Stock	5,590,088
Series B Convertible Preferred Stock	<u>(2)</u>	07/05/2012		C		99,560	<u>(2)</u>	<u>(2)</u>	Common Stock	99,560
Series C Convertible Preferred Stock	<u>(3)</u> <u>(4)</u>	07/05/2012		C		3,934,424	<u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	Common Stock	3,934,424
Series C Convertible Preferred	<u>(3)</u> <u>(4)</u>	07/05/2012		C		1,378,528	<u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	Common Stock	1,378,528

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in the shares held by the Equity IV Funds by virtue of his membership interest in JMI Associates IV, L.L.C.

(7) As of the date hereof, JMI Equity Side Fund, L.P. ("Equity Side Fund") owns an aggregate of 186,662 shares of Common Stock upon conversion of the Preferred Shares. Prior to the Issuer's initial public offering Equity Side Fund owned 150 shares of Common Stock, 7,800 Series A Shares, 12,445 Series B Shares and 3,069 Series C Shares. Mr. Barber is a limited partner of Equity Side Fund. Mr. Barber 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.