

ServiceNow, Inc.
Form 4
February 15, 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)
11/21/2012

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	02/13/2013		S		41,298 (1) D \$ 29.185 (2)	671,511 (3) (4)	D (3) (4)
Common Stock	02/13/2013		S		100 (1) D \$ 29.75 (2)	671,511 (3) (4)	D (3) (4)

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

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(9-02)

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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 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 X
BALTIMORE, MD 21202

Signatures

/s/ Charles E.
Noell, III 02/15/2013

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 shares of Common Stock sold by JMI Equity Side Fund, L.P. ("Equity Side Fund"). Immediately following such sale, Equity Side Fund owned an aggregate of 100,951 shares of Common Stock. Mr. Noell is an officer and the sole managing member of JMI Side Associates, L.L.C., the general partner of Equity Side Fund. Mr. Noell is a limited partner of Equity Side Fund. Mr. Noell disclaims Section 16 beneficial ownership of the shares held by 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 Equity Side Fund, except to the extent of his pecuniary interest, if any, in the shares held by Equity Side Fund by virtue of his limited partnership interest in Equity Side Fund.

(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 \$28.74 to \$29.71. 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) Represents shares directly held by Mr. Noell as a result of the receipt of his pro rata share of distributions-in-kind made on February 13, 2013 by JMI Equity Fund IV Trust ("Fund IV Trust"), JMI Associates IV Trust ("GP IV Trust"), JMI Equity Fund IV (AI) Trust ("Fund IV (AI) Trust"), JMI Associates IV (AI) Trust ("GP IV (AI) Trust"), JMI Euro Equity Fund IV Trust ("Euro Fund Trust") and JMI Associates Euro IV Trust ("Euro GP Trust"), JMI Equity Fund V Trust ("Fund V Trust"), JMI Associates V Trust ("GP V Trust"), JMI Equity Fund V (AI) Trust ("Fund V (AI) Trust") and JMI Associates V (AI) Trust ("GP V (AI) Trust" and, together with Fund IV Trust, GP IV Trust, Fund IV (AI) Trust, GP IV (AI) Trust, Euro Fund Trust, Euro GP Trust and Fund V (AI) Trust, collectively, the "JMI

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Trusts"). Mr. Noell's receipt of the foregoing distributed shares was made for no consideration. Each such distribution was exempt from Section 16 of the Securities Exchange Act pursuant to Rule 16a-13.

- (4) As of the date of this report, 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 Trust) and a beneficiary of the JMI Trusts. 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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