

ServiceNow, Inc.
Form SC 13G
February 13, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No.)

SERVICENOW, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

81762P102

(CUSIP Number)

12/31/12

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

Page 1 of 16 Pages

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL U.S. GROWTH FUND IV, L.P. (SCGF IV)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0589567

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

22,948,252

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

22,948,252

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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22,948,252

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

18.3%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL USGF PRINCIPALS FUND IV, L.P. (SCGF IV PF)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0619227

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

996,092

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

996,092

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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996,092

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.8%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SCGF IV MANAGEMENT, L.P. (SCGF IV MGMT)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0589559

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF 5 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING PERSON WITH 23,944,344 shares of which 22,948,252 shares are directly held by SCGF IV and 996,092 shares are directly held by SCGF IV PF. SCGF IV MGMT is the General Partner of each of SCGF IV and SCGF IV PF.

7 SOLE DISPOSITIVE POWER

0
8 SHARED DISPOSITIVE POWER

23,944,344 shares of which 22,948,252 shares are directly held by SCGF IV and 996,092 shares are directly held by SCGF IV PF. SCGF IV MGMT is the General Partner of each of SCGF IV and

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SCGF IV PF.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,944,344

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

19.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SCGF GENPAR, LTD. (SCGF GP)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0603717

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF 0
6 SHARED VOTING POWER
SHARES

BENEFICIALLY

OWNED BY 23,944,344 shares of which 22,948,252 shares are directly held by SCGF IV and 996,092 shares are
EACH 7 SOLE DISPOSITIVE POWER directly held by SCGF IV PF. SCGF GP is the General Partner of SCGF IV MGMT.

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

23,944,344 shares of which 22,948,252 shares are directly held by SCGF IV and 996,092 shares are directly held by SCGF IV PF. SCGF GP is the General Partner of SCGF IV MGMT.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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23,944,344

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

19.1%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

SC US GF V HOLDINGS, LTD. (SCGF V HOLD)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1019224

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

337,500

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

337,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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337,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL U.S. GROWTH FUND V, L.P. (SCGF V)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1017204

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

337,500 shares, all of which are held directly by SCGF V HOLD.

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

337,500 shares, all of which are held directly by SCGF V HOLD.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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337,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL USGF PRINCIPALS FUND V, L.P. (SCGF V PF)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1017231

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

337,500 shares, all of which are held directly by SCGF V HOLD.

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

337,500 shares, all of which are held directly by SCGF V HOLD.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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337,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SCGF V MANAGEMENT, L.P. (SCGF V MGMT)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1017014

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF 5 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

6 SHARED VOTING POWER

OWNED BY EACH

REPORTING

337,500 shares, all of which are held directly by SCGF V HOLD. SCGF V MGMT is the General Partner of SCGF V and SCGF V PF. SCGF V and SCGF V PF together own 100% of the outstanding ordinary shares of SCGF V HOLD.

PERSON

WITH 7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

337,500 shares, all of which are held directly by SCGF V HOLD. SCGF V MGMT is the General Partner of SCGF V and SCGF V PF. SCGF V and SCGF V PF together own 100% of the

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outstanding ordinary shares of SCGF V HOLD.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

337,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SC GF V TT, LTD. (SC GF V TT)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1016997

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF 5 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING

PERSON 337,500 shares, all of which are held directly by SCGF V HOLD. SC GF V TT is the General Partner of SCGF V MGMT, which is the General Partner of each of SCGF V and SCGF V PF. SCGF V and SCGF V PF together own 100% of the outstanding ordinary shares of SCGF V HOLD.

WITH 7 SOLE DISPOSITIVE POWER

0
8 SHARED DISPOSITIVE POWER

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337,500 shares, all of which are held directly by SCGF V HOLD. SC GF V TT is the General Partner of SCGF V MGMT, which is the General Partner of each of SCGF V and SCGF V PF. SCGF V and SCGF V PF together own 100% of the outstanding ordinary shares of SCGF V HOLD.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

337,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

OO

ITEM 1.

- (a) Name of Issuer: ServiceNow, Inc.

- (b) Address of Issuer's Principal Executive Offices:
4810 Eastgate Mall

San Diego, CA 92121

ITEM 2.

- (a) Name of Persons Filing:
Sequoia Capital U.S. Growth Fund IV, L.P.
Sequoia Capital USGF Principals Fund IV, L.P.
SCGF IV Management, L.P.
SCGF GenPar, Ltd.
SC US GF V Holdings, Ltd.
Sequoia Capital U.S. Growth Fund V, L.P.
Sequoia Capital USGF Principals Fund V, L.P.
SCGF V Management, L.P.
SC GF V TT, Ltd.

SCGF IV MGMT is the General Partner of each of SCGF IV and SCGF IV PF. SCGF GP is the General Partner of SCGF IV MGMT. SC GF V TT is the General Partner of SCGF V MGMT. SCGF V MGMT is the General Partner of each of SCGF V and SCGF V PF. SCGF V and SCGF V PF together own 100% of the outstanding ordinary shares of SCGF V HOLD.

- (b) Address of Principal Business Office or, if none, Residence:
3000 Sand Hill Road, 4-250

Menlo Park, CA 94025

Citizenship:

SCGF IV MGMT, SCGF IV, SCGF IV PF, SCGF GP, SC GF V TT, SCGF V MGMT, SCGF V HOLD, SCGF V, SCGF V PF: Cayman Islands

- (c) Title of Class of Securities: Common Stock

- (d) CUSIP Number: 81762P102

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
NOT APPLICABLE

ITEM 4. Ownership
SEE ROWS 5 THROUGH 11 OF COVER PAGES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON
NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
NOT APPLICABLE

ITEM 10. CERTIFICATION
NOT APPLICABLE

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2013

Sequoia Capital U.S. Growth Fund IV, L.P.

Sequoia Capital USGF Principals Fund IV, L.P.

By: SCGF IV Management, L.P.
A Cayman Islands exempted limited partnership
General Partner of Each

By: SCGF GenPar, Ltd
A Cayman Islands limited liability company
Its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF IV Management, L.P.

A Cayman Islands exempted limited partnership

By: SCGF GenPar, Ltd
A Cayman Islands limited liability company
Its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF GenPar, Ltd

A Cayman Islands limited liability company

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC US GF V Holdings, Ltd.

a Cayman Islands exempted company

By: Sequoia Capital U.S. Growth Fund V, L.P.
Sequoia Capital USGF Principals Fund V, L.P.
both Cayman Islands exempted limited
partnerships, its Members

By: SCGF V Management, L.P.,

a Cayman Islands exempted limited partnership,
General Partner of each

By: SC GF V TT, Ltd.,

a Cayman Islands exempted company, its General
Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

Sequoia Capital U.S. Growth Fund V, L.P.
Sequoia Capital USGF Principals Fund V, L.P.

both Cayman Islands exempted limited partnerships

By: SCGF V Management, L.P.,

a Cayman Islands exempted limited partnership,
General Partner of each

By: SC GF V TT, Ltd.,

a Cayman Islands exempted company, its General
Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF V Management, L.P.,

a Cayman Islands exempted limited partnership

By: SC GF V TT, Ltd.,

a Cayman Islands exempted company, its General
Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC GF V TT, Ltd.,

a Cayman Islands exempted company

By: /s/ Douglas Leone
Douglas Leone, Managing Director

EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to the common stock of ServiceNow, Inc., and any further amendments thereto, to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 13, 2013

Sequoia Capital U.S. Growth Fund IV, L.P.

Sequoia Capital USGF Principals Fund IV, L.P.

By: SCGF IV Management, L.P.

A Cayman Islands exempted limited partnership

General Partner of Each

By: SCGF GenPar, Ltd

A Cayman Islands limited liability company

Its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF IV Management, L.P.

A Cayman Islands exempted limited partnership

By: SCGF GenPar, Ltd

A Cayman Islands limited liability company

Its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF GenPar, Ltd

A Cayman Islands limited liability company

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC US GF V Holdings, Ltd.

a Cayman Islands exempted company

By: Sequoia Capital U.S. Growth Fund V, L.P.
Sequoia Capital USGF Principals Fund V, L.P.
both Cayman Islands exempted limited
partnerships, its Members

By: SCGF V Management, L.P.,

a Cayman Islands exempted limited partnership,
General Partner of each

By: SC GF V TT, Ltd.,

a Cayman Islands exempted company, its
General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

Sequoia Capital U.S. Growth Fund V, L.P.

Sequoia Capital USGF Principals Fund V, L.P.

both Cayman Islands exempted limited partnerships

By: SCGF V Management, L.P.,

a Cayman Islands exempted limited partnership,
General Partner of each

By: SC GF V TT, Ltd.,

a Cayman Islands exempted company, its General
Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF V Management, L.P.,

a Cayman Islands exempted limited partnership

By: SC GF V TT, Ltd.,

a Cayman Islands exempted company, its
General Partner

By: /s/ Douglas Leone

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Douglas Leone, Managing Director

SC GF V TT, Ltd.,

a Cayman Islands exempted company

By: /s/ Douglas Leone
Douglas Leone, Managing Director