

ServiceNow, Inc.
Form 4
August 07, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
08/05/2015

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/05/2015		S		3,131 ⁽¹⁾ <u>(2)</u>	D	\$ 79.23 0 D <u>(1)</u> <u>(2)</u>
Common Stock	08/05/2015		M		100,000 ⁽¹⁾ <u>(2)</u>	A	\$ 18 100,000 D <u>(1)</u> <u>(2)</u>
Common Stock	08/05/2015		S		71,365 ⁽¹⁾ <u>(2)</u>	D	\$ 78.46 28,635 D <u>(1)</u> <u>(2)</u>
Common Stock	08/05/2015		M		50,000 ⁽¹⁾ <u>(2)</u>	A	\$ 36.74 78,635 D <u>(1)</u> <u>(2)</u>
Common Stock	08/05/2015		S		50,000 ⁽¹⁾ <u>(2)</u>	D	\$ 78.6 28,635 D <u>(1)</u> <u>(2)</u>

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Common Stock	08/05/2015	M	7,030 ⁽¹⁾ <u>(2)</u>	A	\$ 55.88	35,665	D ⁽¹⁾ <u>(2)</u>	
Common Stock	08/05/2015	S	7,030 ⁽¹⁾ <u>(2)</u>	D	\$ 78.78	28,635	D ⁽¹⁾ <u>(2)</u>	
Common Stock	08/06/2015	S	7,635 ⁽¹⁾ <u>(2)</u>	D	\$ 78.03	21,000	D ⁽¹⁾ <u>(2)</u>	
Common Stock	08/06/2015	S	21,000 ⁽¹⁾ <u>(2)</u>	D	\$ 76.08	0	D ⁽¹⁾ <u>(2)</u>	
Common Stock						794,291 ⁽³⁾	I	See footnote <u>(3)</u>

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

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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 Security (Instr. 3 and 4)	Am Nur Sha
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Director Stock Option (right to buy)	\$ 18	06/28/2012		M	100,000	<u>(4)</u> 06/27/2022 ⁽⁵⁾⁽⁶⁾	Common Stock	10
Director Stock Option (right to buy)	\$ 36.74	06/06/2013		M	50,000	06/06/2014 06/05/2023 ⁽⁵⁾⁽⁶⁾	Common Stock	50
Stock Option (right to buy)	\$ 55.88	07/08/2014		M	7,030	<u>(7)</u> 07/08/2024 ⁽⁵⁾⁽⁶⁾	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barber Paul V 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202	X			

Signatures

/s/ Paul V.
Barber

08/07/2015

__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) The proceeds from the sale of shares of common stock will be delivered to JMI Equity Fund IV, L.P. ("Fund IV"), JMI Equity Fund IV (AI), L.P. ("Fund IV (AI)"), JMI Euro Equity Fund IV, L.P. ("Euro Fund" and, together with Fund IV and Fund IV (AI), collectively, the "Equity IV Funds"), 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") and JMI Equity Side Fund, L.P. ("Equity Side Fund"), pursuant to a contractual obligation of Mr. Barber to assign any compensation received for service as a director on the board of directors of the Issuer, to offset the management fees of the Equity IV Funds, Equity V Funds and Equity Side Fund. Mr. Barber is a managing member of JMI Associates IV, L.L.C. and JMI Associates V, L.L.C., the general partners of the Equity IV Funds and the Equity V Funds, respectively.

(2) (Continued From Footnote 1) Mr. Barber is an officer of JMI Equity Side Associates, L.L.C., the general partner of Equity Side Fund and is a limited partner of Equity Side Fund. Mr. Barber disclaims Section 16 beneficial ownership of the Shares, except to the extent of his pecuniary interest, if any, in the Shares by virtue of his membership interest in JMI Associates IV, L.L.C. and JMI Associates V, L.L.C., or by virtue of his limited partnership interest in Equity Side Fund.

(3) Represents shares held by three family trusts as of the date hereof which Mr. Barber may be deemed to control investment decisions (the "Family Trusts"). The Family Trusts are irrevocable, and one or more beneficiaries of such trusts is an immediate family member of Mr. Barber. Mr. Barber disclaims Section 16 beneficial ownership of the shares held by such trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by such trusts, except to the extent of his pecuniary interest, if any, in the shares held by such trusts by virtue of his position with such trusts.

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

(5) The proceeds from the future sale of shares of common stock issuable upon exercise of the Option (the "Shares") will be delivered to the Equity IV Funds, the Equity V Funds and Equity Side Fund, pursuant to a contractual obligation of Mr. Barber to assign any compensation received for service as a director on the board of directors of the Issuer, to offset the management fees of the Equity IV Funds, Equity V Funds and Equity Side Fund. Mr. Barber is a managing member of JMI Associates IV, L.L.C. and JMI Associates V, L.L.C., the general partners of the Equity IV Funds and the Equity V Funds, respectively.

(6) (Continued From Footnote 5) Mr. Barber is an officer of JMI Equity Side Associates, L.L.C., the general partner of Equity Side Fund and is a limited partner of Equity Side Fund. Mr. Barber disclaims Section 16 beneficial ownership of the Shares, except to the extent of his pecuniary interest, if any, in the Shares by virtue of his membership interest in JMI Associates IV, L.L.C. and JMI Associates V, L.L.C., or by virtue of his limited partnership interest in Equity Side Fund.

(7) The stock option vested and became exercisable on June 10, 2015, the date of the Issuer's next Annual Meeting of Stockholders following the grant date.

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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