ServiceNow, Inc. Form 4 February 27, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number: January 31, Expires:

2005 Estimated average

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

(City)

See Instruction

1. Name and Address of Reporting Person * **NOELL CHARLES III**

(Middle)

(Zip)

100 INTERNATIONAL DRIVE, SUITE 19100

(Street)

(State)

(First)

2. Issuer Name and Ticker or Trading Symbol

ServiceNow, Inc. [NOW]

(Month/Day/Year)

3. Date of Earliest Transaction

02/26/2013

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BALTIMORE, MD 21202

(City)	(State)	(Zip) Tabl	e I - No	n-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securit n(A) or Dis (Instr. 3, 4	sposed	of (D)	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)
Common Stock	02/26/2013		S		22,999 (1)	D	\$ 31.15 (2)	743,461 (3) (4) (5) (6)	D (3) (4) (5) (6)	
Common Stock	02/27/2013		G	V	13,000	D	\$0	730,461 (3) (4) (5) (6)	D (3) (4) (5) (6)	

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

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SEC 1474 (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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable Da	Date	ritie	Title Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
rioporting o material results	Director	10% Owner	Officer	Other			
NOELL CHARLES III 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X						
Signatures							

/s/Charles E. 02/27/2013 Noell, III

**Signature of Date Reporting Person

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).

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 77,952 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 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.

- 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 \$31.00 to \$31.38 per share. 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, including shares he received as a result of the pro rata distributions-in-kind made on February 25, 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

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- 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 Trusts"). (Continued in footnote 4)
- (4) 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.
 - As of the date hereof, the JMI Trusts directly hold an aggregate of 16,868,886 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
- (5) 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.
 - As of the date hereof, six family trusts for which Mr. Noell may be deemed to control investment decisions (the "Family Trusts") directly hold an aggregate of 44,058 shares of Common Stock that such Family Trusts received in connection with the distributions described in footnotes (3) and (4). Such receipt was made for no consideration, and each such distribution was exempt from Section 16 of the
- (6) Securities Exchange Act pursuant to Rule 16a-13. The Family Trusts are irrevocable, and one or more beneficiaries of such trusts is an immediate family member of Mr. Noell. Mr. Noell 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.

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.