

ServiceNow, Inc.
Form 4
May 02, 2013

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 *
JMI EQUITY FUND IV LP

(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)
05/01/2013

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	(A) or (D)	Price
Common Stock	05/01/2013		J		9,954,002 (1) (2)	D	\$ 0
					6,914,884 (3)	D	

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)

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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 Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JMI EQUITY FUND IV LP 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X		
JMI Associates IV, LLC 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X		
JMI Equity Fund IV (AI), LP 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X		
JMI Associates IV (AI) Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202				X
JMI EURO EQUITY FUND IV L P 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202	X	X		
JMI Associates Euro IV Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202				X
JMI Equity Fund V Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202				X
JMI Associates V Trust 100 INTERNATIONAL DRIVE, SUITE 19100				X

BALTIMORE, MD 21202

JMI EQUITY FUND V A I L P
 100 INTERNATIONAL DRIVE X X
 SUITE 19100
 BALTIMORE, MD 21202

JMI Associates V (AI) Trust
 100 INTERNATIONAL DRIVE, SUITE 19100 X
 BALTIMORE, MD 21202

Signatures

/s/ Paul V. Barber, as Trustee, JMI Equity Fund IV Trust	05/02/2013
**Signature of Reporting Person	Date
/s/ Paul V. Barber, as Trustee, JMI Associates IV Trust	05/02/2013
**Signature of Reporting Person	Date
/s/ Paul V. Barber, as Trustee, JMI Equity Fund IV (AI) Trust	05/02/2013
**Signature of Reporting Person	Date
/s/ Paul V. Barber, as Trustee, JMI Associates IV (AI) Trust	05/02/2013
**Signature of Reporting Person	Date
/s/ Paul V. Barber, as Trustee, JMI Euro Equity Fund IV Trust	05/02/2013
**Signature of Reporting Person	Date
/s/ Paul V. Barber, as Trustee, JMI Associates Euro IV Trust	05/02/2013
**Signature of Reporting Person	Date
/s/ Paul V. Barber, as Trustee, JMI Equity Fund V Trust	05/02/2013
**Signature of Reporting Person	Date
/s/ Paul V. Barber, as Trustee, JMI Associates V Trust	05/02/2013
**Signature of Reporting Person	Date
/s/ Paul V. Barber, as Trustee, JMI Equity Fund V (AI) Trust	05/02/2013
**Signature of Reporting Person	Date
/s/ Paul V. Barber, as Trustee, JMI Associates V (AI) Trust	05/02/2013
**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 (i) 1,477,419 shares of the Issuer's common stock ("Common Stock") distributed by JMI Equity Fund IV Trust ("Fund IV Trust") and 369,355 shares of Common Stock distributed by JMI Associates IV Trust ("GP IV Trust") to the beneficiaries of Fund IV Trust and GP IV Trust, respectively, on May 1, 2013, (ii) 116,996 shares of Common Stock distributed by JMI Equity Fund IV (AI) Trust

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("Fund IV (AI) Trust") and 29,249 shares of Common Stock distributed by JMI Associates IV (AI) Trust ("GP IV (AI) Trust") to the beneficiaries of Fund IV (AI) Trust and GP IV (AI) Trust, respectively, on May 1, 2013, (iii) 471,761 shares of Common Stock distributed by JMI Euro Equity Fund IV Trust ("Euro Fund Trust") and (continued in footnote 2)

- (2) 117,941 shares of Common Stock distributed by JMI Associates Euro IV Trust ("Euro GP Trust") to the beneficiaries of Euro Fund Trust and Euro GP Trust, respectively, on May 1, 2013, (iv) 5,574,174 shares of Common Stock distributed by JMI Equity Fund V Trust ("Fund V Trust") and 1,393,544 shares of Common Stock distributed by JMI Associates V Trust ("GP V Trust") to the beneficiaries of Fund V Trust and GP V Trust, respectively, on May 1, 2013, and (v) 322,850 shares of Common Stock distributed by JMI Equity Fund V (AI) Trust ("Fund V (AI) Trust") and 80,713 shares of Common Stock distributed by JMI Associates V (AI) Trust ("GP V (AI) Trust") to the beneficiaries of Fund V (AI) Trust and GP V (AI) Trust, respectively, on May 1, 2013. Each such distribution described herein (collectively, the "Distributions") was made for no consideration, and was made simultaneously with each of the other distributions described in this footnote and footnote (1).

- (3) Immediately following the Distributions, (i) Fund IV Trust owns an aggregate of 1,026,339 shares of Common Stock and GP IV Trust owns an aggregate of 256,585 shares of Common Stock, (ii) Fund IV (AI) Trust owns an aggregate of 81,275 shares of Common Stock and GP IV (AI) Trust owns an aggregate of 20,319 shares of Common Stock, (iii) Euro Fund Trust owns an aggregate of 327,725 shares of Common Stock and Euro GP Trust owns an aggregate of 81,931 shares of Common Stock, (iv) Fund V Trust owns an aggregate of 3,872,289 shares of Common Stock and GP V Trust owns an aggregate of 968,072 shares of Common Stock, and (v) Fund V (AI) Trust owns an aggregate of 224,279 shares of Common Stock and GP V (AI) Trust owns an aggregate of 56,070 shares of Common Stock.

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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