

ServiceNow, Inc.  
Form 3  
June 28, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â NOELL CHARLES III                       |         | (Month/Day/Year)                     | ServiceNow, Inc. [NOW]   |  |
| (Last)                                    | (First) | (Middle)                             | 06/28/2012   |  |
| 100 INTERNATIONAL DRIVE,<br>SUITE 19100   |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| BALTIMORE,Â MDÂ 21202                     |         |                                      | <input checked="" type="checkbox"/> Director                           | <input type="checkbox"/> 10% Owner                   |
| (City)                                    |         |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
| (State)                                   |         |                                      | (give title below) (specify below)                                     |  |
| (Zip)                                     |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 24,068   | I   | See footnote <sup>(4)</sup>                              |
| Common Stock                       | 8,434  | I   | See footnotes <sup>(5)</sup> <sup>(6)</sup>              |
| Common Stock                       | 150  | I   | See footnote <sup>(7)</sup>                              |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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|                                      | Date Exercisable | Expiration Date | Derivative Security (Instr. 4)<br>Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5)            |
|--------------------------------------|------------------|-----------------|---|----------------------------|--|--|-----------------------|
| Series A Convertible Preferred Stock | Â (1)            | Â (1)           | Common Stock                            | 10,000,000                 | \$ (1)                                   | I  | See footnote (4)      |
| Series A Convertible Preferred Stock | Â (1)            | Â (1)           | Common Stock                            | 3,503,760                  | \$ (1)                                   | I  | See footnotes (5) (6) |
| Series A Convertible Preferred Stock | Â (1)            | Â (1)           | Common Stock                            | 62,400                     | \$ (1)                                   | I  | See footnote (7)      |
| Series B Convertible Preferred Stock | Â (2)            | Â (2)           | Common Stock                            | 15,954,544                 | \$ (2)                                   | I  | See footnote (4)      |
| Series B Convertible Preferred Stock | Â (2)            | Â (2)           | Common Stock                            | 5,590,088                  | \$ (2)                                   | I  | See footnote (5) (6)  |
| Series B Convertible Preferred Stock | Â (2)            | Â (2)           | Common Stock                            | 99,560                     | \$ (2)                                   | I  | See footnotes (7)     |
| Series C Convertible Preferred Stock | Â (3)            | Â (3)           | Common Stock                            | 3,934,424                  | \$ (3)                                   | I  | See footnote (4)      |
| Series C Convertible Preferred Stock | Â (3)            | Â (3)           | Common Stock                            | 1,378,528                  | \$ (3)                                   | I  | See footnote (5) (6)  |
| Series C Convertible Preferred Stock | Â (3)            | Â (3)           | Common Stock                            | 24,552                     | \$ (3)                                   | I  | See footnote (7)      |
| Series C Convertible Preferred Stock | Â (3)            | Â (3)           | Common Stock                            | 474,696                    | \$ (3)                                   | D  | Â                     |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

NOELL CHARLES III  
100 INTERNATIONAL DRIVE, SUITE 19100  
BALTIMORE, MD 21202

Â X Â Â Â

## Signatures

/s/ Charles E.  
Noell III

06/28/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are shares of Series A Convertible Preferred Stock (the "Series A Shares") of the Issuer, and are convertible at any time into shares of the Issuer's Common Stock at the holder's election. The Series A Shares do not have an expiration date. Upon a Qualified IPO (as defined in Article Fourth, Section B.4(k)(i) of the Issuer's Restated Certificate of Incorporation, as the same may be amended from time to time), each Series A Share will convert into eight shares of Common Stock as shown in column 3.

(2) These securities are shares of Series B Convertible Preferred Stock (the "Series B Shares") of the Issuer, and are convertible at any time into shares of the Issuer's Common Stock at the holder's election. The Series B Shares do not have an expiration date. Upon a Qualified IPO (as defined in Article Fourth, Section B.4(k)(i) of the Issuer's Restated Certificate of Incorporation, as the same may be amended from time to time), each Series B Shares will convert into eight shares of Common Stock as shown in column 3.

(3) These securities are shares of Series C Convertible Preferred Stock (the "Series C Shares") of the Issuer, and are convertible at any time into shares of the Issuer's Common Stock at the holder's election. The Series C Shares do not have an expiration date. Upon a Qualified IPO (as defined in Article Fourth, Section B.4(k)(i) of the Issuer's Restated Certificate of Incorporation, as the same may be amended from time to time), each Series C Shares will convert into eight shares of Common Stock as shown in column 3.

(4) As of the date hereof, JMI Equity Fund V, L.P. ("Fund V") owns 22,750 shares of Common Stock, 1,181,565 Series A Shares, 1,885,133 Series B Shares and 464,878 Series C Shares and JMI Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds") owns 1,318 shares of Common Stock, 68,435 Series A Shares, 109,185 Series B Shares and 26,925 Series C Shares. Mr. Noell is a managing member of JMI Associates V, L.L.C., the general partner of the Equity V Funds. Mr. Noell disclaims Section 16 beneficial ownership of the shares of Common Stock, Series A Shares, Series B Shares and Series C Shares held by the Equity V Funds (collectively, the "Equity V Fund Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Equity V Fund Shares, except to the extent of his pecuniary interest, if any, in the Equity V Fund Shares by virtue of his membership interest in JMI Associates V, L.L.C.

(5) As of the date hereof, JMI Equity Fund IV, L.P. ("Fund IV") owns 6,030 shares of Common Stock, 313,170 Series A Shares, 499,649 Series B Shares and 123,215 Series C Shares, JMI Euro Equity Fund IV, L.P. ("Euro Fund") owns 1,926 shares of Common Stock, 100,000 Series A Shares, 159,545 Series B Shares and 39,344 Series C Shares and JMI Equity Fund IV (AI), L.P. ("Fund IV (AI)" and together with Fund IV and Euro Fund, collectively the "Equity IV Funds") owns 478 shares of Common Stock, 24,800 Series A Shares, 39,567 Series B Shares and 9,757 Series C Shares. Mr. Noell is a managing member of JMI Associates IV, L.L.C., the general partner of the Equity IV Funds. (Continued to Footnote 6)

(6) Mr. Noell disclaims Section 16 beneficial ownership of the shares of Common Stock, Series A Shares, Series B Shares and Series C Shares held by the Equity IV Funds (collectively, the "Equity IV Fund Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Equity IV Fund Shares, except to the extent of his pecuniary interest, if any, in the Equity IV Fund Shares by virtue of his membership interest in JMI Associates IV, L.L.C.

(7) As of the date hereof, JMI Equity Side Fund, L.P. ("Equity Side Fund") owns 150 shares of Common Stock, 7,800 Series A Shares, 12,445 Series B Shares and 3,069 Series C Shares. Mr. Noell is an officer and the sole managing member of JMI Equity 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 of Common Stock, Series A Shares, Series B Shares and Series C Shares held by the Equity Side Fund (collectively, the "Equity Side Fund Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Equity Side Fund Shares, except to the extent of his pecuniary interest, if any, in the Equity Side Fund Shares by virtue of his limited partnership interest in Equity Side Fund.

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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