

ServiceNow, Inc.
Form 3
November 21, 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 and Ticker or Trading Symbol | |
| Â JMI Associates V Trust | | (Month/Day/Year) | ServiceNow, Inc. [NOW] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 100 INTERNATIONAL DRIVE, SUITE 19100 | | 11/21/2012 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| BALTIMORE,Â MDÂ 21202 | | | (give title below) (specify below) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 22,811,786 | D <u>(1)</u> <u>(4)</u> | Â |
| Common Stock | 7,992,703 | D <u>(2)</u> <u>(3)</u> <u>(4)</u> | Â |

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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|------------------------|---|
|---------------------|--------------------|-------|----------------------------------|------------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JMI Associates V 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 Equity Fund V (AI) Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202 | ^ | ^ X | ^ | ^ |
| JMI Associates V (AI) Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202 | ^ | ^ X | ^ | ^ |
| JMI Equity Fund IV Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202 | ^ | ^ X | ^ | ^ |
| JMI Associates IV Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202 | ^ | ^ X | ^ | ^ |
| JMI Euro Equity Fund IV Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202 | ^ | ^ X | ^ | ^ |
| JMI Associates Euro IV Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202 | ^ | ^ X | ^ | ^ |
| JMI Equity Fund IV (AI) Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202 | ^ | ^ X | ^ | ^ |
| JMI Associates IV (AI) Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Harry S. Gruner, as sole Trustee, JMI Associates V Trust | 11/21/2012 |
| **Signature of Reporting Person | Date |
| /s/ Harry S. Gruner, as sole Trustee, JMI Equity Fund V Trust | 11/21/2012 |

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| <u>**Signature of Reporting Person</u> | Date |
|---|------------|
| /s/ Harry S. Gruner, as sole Trustee, JMI Equity Fund V (AI) Trust | 11/21/2012 |
| <u>**Signature of Reporting Person</u> | Date |
| /s/ Harry S. Gruner, as sole Trustee, JMI Associates V (AI) Trust | 11/21/2012 |
| <u>**Signature of Reporting Person</u> | Date |
| /s/ Harry S. Gruner, as sole Trustee, JMI Equity Fund IV Trust | 11/21/2012 |
| <u>**Signature of Reporting Person</u> | Date |
| /s/ Harry S. Gruner, as sole Trustee, JMI Associates IV Trust | 11/21/2012 |
| <u>**Signature of Reporting Person</u> | Date |
| /s/ Harry S. Gruner, as sole Trustee, JMI Euro Equity Fund IV Trust | 11/21/2012 |
| <u>**Signature of Reporting Person</u> | Date |
| /s/ Harry S. Gruner, as sole Trustee, JMI Associates Euro IV Trust | 11/21/2012 |
| <u>**Signature of Reporting Person</u> | Date |
| /s/ Harry S. Gruner, as sole Trustee, JMI Equity Fund IV (AI) Trust | 11/21/2012 |
| <u>**Signature of Reporting Person</u> | Date |
| /s/ Harry S. Gruner, as sole Trustee, JMI Associates IV (AI) Trust | 11/21/2012 |
| <u>**Signature of Reporting Person</u> | 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) Represents (i) 17,250,310 shares of the Issuer's common stock ("Common Stock") contributed by JMI Equity Fund V, L.P. ("Fund V") to JMI Equity Fund V Trust ("Fund V Trust") and 4,312,577 shares of Common Stock contributed by Fund V to JMI Associates V Trust ("GP V Trust") on November 21, 2012, and (ii) 999,119 shares of Common Stock contributed by JMI Equity Fund V (AI), L.P. ("Fund V (AI)") to JMI Equity Fund V (AI) Trust ("Fund V (AI) Trust") and 249,780 shares of Common Stock contributed by Fund V (AI) to JMI Associates V (AI) Trust ("GP V (AI) Trust" and, together with Fund V Trust, GP V Trust and Fund V (AI) Trust, collectively, the "JMI V Trusts") on November 21, 2012. The JMI V Trusts are irrevocable and each such contribution described herein was made for no consideration, and was made simultaneously with each of the other contributions described in this footnote and footnote (2)(3).

(2) Represents (i) 4,572,146 shares of Common Stock contributed by JMI Equity Fund IV, L.P. ("Fund IV") to JMI Equity Fund IV Trust ("Fund IV Trust") and 1,143,036 shares of Common Stock contributed by Fund IV to JMI Associates IV Trust ("GP IV Trust") on November 21, 2012, (ii) 1,459,951 shares of Common Stock contributed by JMI Euro Equity Fund IV, L.P. ("Euro Fund") to JMI Euro Equity Fund IV Trust ("Euro Fund Trust") and 364,988 shares of Common Stock contributed by Euro Fund to JMI Associates Euro IV Trust ("Euro GP Trust") on November 21, 2012, and (iii) 362,066 shares of Common Stock contributed by JMI Equity Fund IV (AI), L.P. (Continued in footnote 3)

(3) ("Fund IV (AI)") to JMI Equity Fund IV (AI) Trust ("Fund IV (AI) Trust") and 90,516 shares of Common Stock contributed by Fund IV (AI) to JMI Associates IV (AI) Trust ("GP IV (AI) Trust" and, together with Fund IV Trust, GP IV Trust, Euro Fund Trust, Euro GP Trust and Fund IV (AI) Trust, collectively, the "JMI IV Trusts") on November 21, 2012. The JMI IV Trusts are irrevocable and each such contribution described herein was made for no consideration, and was made simultaneously with each of the other contributions described in this footnote and footnote (1).

(4) In connection with the Issuer's public offering pursuant to the registration statement on Form S-1 (No. 333-184674) (the "Follow-on Offering"), each of the JMI V Trusts, the JMI IV Trusts and their trustee have entered into the lock-up agreements with Morgan Stanley

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& Co. LLC restricting their ability to sell or otherwise dispose of their shares of Common Stock for a period ending 90 days after the date of the prospectus for the Follow-on Offering, as described in further detail in such prospectus.

Â

Remarks:

ThisÂ reportÂ shallÂ notÂ beÂ deemedÂ anÂ admissionÂ byÂ anyÂ ofÂ theÂ reportingÂ personsÂ thatÂ theyÂ areÂ orÂ

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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