

ServiceNow, Inc.
Form 4
February 15, 2013

FORM 4

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

OMB APPROVAL

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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 Trust

(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)
02/13/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/13/2013 | | J | (A) or (D) D | 8,958,602 \$ 0 21,845,887 | D | |
| | | | | | (1) (2) (3) | | |

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

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

JMI Equity Fund V (AI) Trust
 100 INTERNATIONAL DRIVE, SUITE 19100
 BALTIMORE, MD 21202

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

X

Signatures

| | |
|--|------------|
| /s/ Harry S. Gruner, as Trustee, JMI Equity Fund IV Trust | 02/15/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Harry S. Gruner, as Trustee, JMI Associates IV Trust | 02/15/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Harry S. Gruner, as Trustee, JMI Equity Fund IV (AI) Trust | 02/15/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Harry S. Gruner, as Trustee, JMI Associates IV (AI) Trust | 02/15/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Harry S. Gruner, as Trustee, JMI Euro Equity Fund IV Trust | 02/15/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Harry S. Gruner, as Trustee, JMI Associates Euro IV Trust | 02/15/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Harry S. Gruner, as Trustee, JMI Equity Fund V Trust | 02/15/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Harry S. Gruner, as Trustee, JMI Associates V Trust | 02/15/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Harry S. Gruner, as Trustee, JMI Equity Fund V (AI) Trust | 02/15/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Harry S. Gruner, as Trustee, JMI Associates V (AI) Trust | 02/15/2013 |
| **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)

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Represents (i) 1,329,677 shares of the Issuer's common stock ("Common Stock") distributed by JMI Equity Fund IV Trust ("Fund IV Trust") and 332,419 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 February 13, 2013, (ii) 105,297 shares of Common Stock distributed by JMI Equity Fund IV (AI) Trust ("Fund IV (AI) Trust") and 26,324 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 February 13, 2013, (iii) 424,585 shares of Common Stock distributed by JMI Euro Equity Fund IV Trust ("Euro Fund Trust") and 106,146 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 February 13, 2013, (Continued in footnote 2)

- (iv) 5,016,759 shares of Common Stock distributed by JMI Equity Fund V Trust ("Fund V Trust") and 1,254,189 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 February 13, 2013, and (v) 290,565 shares of Common Stock distributed by JMI Equity Fund V (AI) Trust ("Fund V (AI) Trust") and (2) 72,641 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 February 13, 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).

- Immediately following the Distributions, (i) Fund IV Trust owns an aggregate of 3,242,469 shares of Common Stock and GP IV Trust owns an aggregate of 810,617 shares of Common Stock, (ii) Fund IV (AI) Trust owns an aggregate of 256,769 shares of Common Stock and GP IV (AI) Trust owns an aggregate of 64,192 shares of Common Stock, (iii) Euro Fund Trust owns an aggregate of 1,035,366 shares (3) of Common Stock and Euro GP Trust owns an aggregate of 258,842 shares of Common Stock, (iv) Fund V Trust owns an aggregate of 12,233,551 shares of Common Stock and GP V Trust owns an aggregate of 3,058,388 shares of Common Stock, and (v) Fund V (AI) Trust owns an aggregate of 708,554 shares of Common Stock and GP V (AI) Trust owns an aggregate of 177,139 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. 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.