SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Scarpelli Michael			2. Date of Even Requiring State (Month/Day/Ye 06/28/2012	ement	3. Issuer Name and Ticker or Trading Symbol <u>ServiceNow, Inc.</u> [NOW]					
(Last) C/O SERVICI	t) (First) (Middle) 9 SERVICENOW, INC.				4. Relationship of Reporting Pe (Check all applicable) Director		10% Owne	r (Mor	f Amendment, Date of Original Filed onth/Day/Year) ndividual or Joint/Group Filing (Check plicable Line)	
12225 EL CA			X	Officer (give title below)	Other (speci below)	· [0.11				
(Street) SAN DIEGO	CA	92130				CHIEF FINANCIAL	OFFICER	X		y One Reporting Person y More than One erson
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)						Int of Securities ially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect ((Instr. 5)	t (D) (Instr	4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock						275,808	D			
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 Securitie Underlying Derivative Security			4. Conversion or Exercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	n Title		Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)			(1)(2)	08/14/2021		Common Stock	1,379,044	3	D	
Explanation of Responses:										

1. Immediately exercisable.

2. The stock option grant shall vest as to 1/4th of the total number of shares on August 15, 2012 and thereafter shall vest as to 1/48th of the total number of shares in equal monthly installments.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

/s/ Michael P. Scarpelli by

Ethan Christensen, Attorney-06/28/2012 in-Fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Ethan Christensen, Michael Scarpelli, Rob Specker, and Dale Brown, and each of them, his/her true and lawful attorney-in-fact to: (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a representative of ServiceNow, Inc. ("Company"), any and all Form 3, 4 or 5 reports required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), and the rules thereunder with respect to transactions in securities of ServiceNow, Inc.; (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 report and timely file such report with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4 or 5 reports with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 17th day of May, 2012. /s/ MICHAEL P. SCARPELLI Michael P. Scarpelli.