SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person* <u>LUDDY FREDERIC B</u>	2. Date of Event Requiring Statement (Month/Day/Year) 3. Issuer Name and Ticker or Trading Symbol   06/28/2012 ServiceNow, Inc. [ NOW ]							
(Last) (First) (Middle) C/O SERVICENOW, INC.			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)     X   Director   X   10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
12225 EL CAMINO REAL, SUITE 100			X Officer (give title below)	Other (spec below)		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) SAN DIEGO CA 92130			CHIEF PRODUCT	OFFICER	X	,	/ One Reporting Person / More than One erson	
(City) (State) (Zip)								
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)			Beneficial Ownership	
Common Stock			13,371,152	D				
Common Stock			1,500,000	I		by Luddy Family 2011 Dynasty Trust, dated October 14, 2011		
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 Securiti Underlying Derivative Security		4. Conversion or Exercise		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	or Indirect (I) (Instr. 5)		
Employee Stock Option (Right to Buy)	(1)(2)	09/08/2019	Common Stock	240,000	0.3438	D		
Restricted Stock Units	(3)	03/20/2022	Common Stock	1,000,000	(4)	D		

## Explanation of Responses:

1. Immediately exercisable.

2. The stock option grant vested as to 1/48th of the total number of shares on August 1, 2009 and thereafter shall vest as to 1/48th of the total number of shares in equal monthly installments.

3. The restricted stock units vest as to 1/4th of the total shares on March 1, 2013 and thereafter shall vest as to 1/4th of the total number of shares in equal annual installments.

4. Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement.

## **Remarks:**

Exhibit List - Exhibit 24 - Power of Attorney

## /s/ Frederic B. Luddy by Ethan 06/28/2012 Christensen, Attorney-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 15th day of May, 2012. /s/ FREDERIC B. LUDDY Frederic B. Luddy.