

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>JMI Associates V LLC</u> (Last) (First) (Middle) <u>100 INTERNATIONAL DRIVE</u> <u>SUITE 19100</u> (Street) <u>BALTIMORE MD 21202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ServiceNow, Inc. [NOW]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <input checked="" 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option (right to buy)	\$18	06/28/2012		A		0 ⁽³⁾⁽⁴⁾		(1)	06/27/2022	Common Stock	0 ⁽³⁾⁽⁴⁾	\$0	100,000	I	See footnote ⁽³⁾⁽⁴⁾
Director Stock Option (right to buy)	\$18	06/28/2012		A		0 ⁽⁵⁾⁽⁶⁾		(2)	06/27/2022	Common Stock	0 ⁽⁵⁾⁽⁶⁾	\$0	100,000	I	See footnote ⁽⁵⁾⁽⁶⁾

1. Name and Address of Reporting Person* <u>JMI Associates V LLC</u> (Last) (First) (Middle) <u>100 INTERNATIONAL DRIVE</u> <u>SUITE 19100</u> (Street) <u>BALTIMORE MD 21202</u> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>JMI Equity Fund V L P</u> (Last) (First) (Middle) <u>100 INTERNATIONAL DRIVE</u> <u>SUITE 19100</u> (Street) <u>BALTIMORE MD 21202</u> (City) (State) (Zip)
--

1. Name and Address of Reporting Person*

JMI EQUITY FUND V A I L P

(Last)

(First)

(Middle)

100 INTERNATIONAL DRIVE

SUITE 19100

(Street)

BALTIMOREMD21202

(City)

(State)

(Zip)

Explanation of Responses:

1. Represents a stock option granted to Charles E. Noell III (the "Noell Option") which vests as to 1/3rd of the total number of shares on June 28, 2013 and thereafter vests as to an additional 1/3rd of the total number of shares on each of the second and third anniversary of June 28, 2012.
2. Represents a stock option granted to Paul V. Barber (the "Barber Option") which vests as to 1/3rd of the total number of shares on June 28, 2013 and thereafter vests as to an additional 1/3rd of the total number of shares on each of the second and third anniversary of June 28, 2012.
3. Certain of the proceeds from the future sale of the shares of common stock issuable upon exercise of the Noell Option (the "Noell Option Shares") will be delivered to JMI Associates V, L.L.C., the general partner of JMI Equity Fund V, L.P. ("Fund V") and JMI Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds"), pursuant to a contractual obligation of Mr. Noell to assign any compensation received for service as a director on the board of directors of the Issuer (the "Board of Directors"), to offset the management fees of the Equity V Funds. (Continued in footnote 4)
4. (Continued from footnote 3) Mr. Noell is a managing member of JMI Associates V, L.L.C. and serves as the representative of JMI Associates V, L.L.C. and the Equity V Funds on the Board of Directors. JMI Associates V, L.L.C. disclaims Section 16 beneficial ownership of the Noell Option Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of the Noell Option Shares, except to the extent of its pecuniary interest in the Noell Option Shares. Each of the Equity V Funds disclaim Section 16 beneficial ownership of the Noell Option Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of the Noell Option Shares, except to the extent of its pecuniary interest, if any, in the Noell Option Shares.
5. The proceeds from the future sale of the shares of common stock issuable upon exercise of the Barber Option (the "Barber Option Shares") will be delivered to JMI Associates V, L.L.C., the general partner of JMI Equity Fund V, L.P. ("Fund V") and JMI Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds"), pursuant to a contractual obligation of Mr. Barber to assign any compensation received for service as a director on Board of Directors, to offset the management fees of the Equity V Funds. Mr. Barber is a managing member of JMI Associates V, L.L.C. and serves as the representative of JMI Associates V, L.L.C. and the Equity V Funds on the Board of Directors. (Continued in footnote 6)
6. (Continued from footnote 5) JMI Associates V, L.L.C. disclaims Section 16 beneficial ownership of the Barber Option Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of the Barber Option Shares, except to the extent of its pecuniary interest in the Barber Option Shares. Each of the Equity V Funds disclaim Section 16 beneficial ownership of the Barber Option Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of the Barber Option Shares, except to the extent of its pecuniary interest, if any, in the Barber Option Shares.

JMI Equity Fund V, L.P. /s/
Paul V. Barber, Attorney-in-
Fact

JMI Equity Fund V (AI), L.P.
/s/ Paul V. Barber, Attorney-in-
Fact

JMI Associates V, L.L.C. /s/
Paul V. Barber, Attorney-in-
Fact

07/02/2012

07/02/2012

07/02/2012

** 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 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).

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.