

Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SERVICENOW, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

20-2056195

(I.R.S. Employer
Identification No.)

2225 Lawson Lane

Santa Clara, CA 95054

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2012 Equity Incentive Plan

2012 Employee Stock Purchase Plan

(Full title of the plans)

Frank Sloodman

President and Chief Executive Officer

ServiceNow, Inc.

2225 Lawson Lane

Santa Clara, CA 95054

(Name and address of agent for service)

(408) 501-8550

(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Robert A. Freedman, Esq.

Dawn H. Belt, Esq.

Fenwick & West LLP

801 California Street

Mountain View, California 94041

(650) 988-8500

Robert Specker, Esq.

General Counsel

ServiceNow, Inc.

2225 Lawson Lane

Santa Clara, CA 95054

(408) 501-8550

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

(Do not check if a smaller reporting company)

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	8039288 (2)	\$51.38 (3)	\$413,058,617.44 (3)	\$41,595.00 (3)
Common Stock, \$0.001 par value per share	1607858 (4)	\$43.67 (5)	\$70,215,158.86 (5)	\$7,070.67 (5)
TOTAL	9,647,146	N/A	\$483,273,776.30	\$48,665.67

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s Common Stock.
- (2) Represents shares reserved for issuance under the 2012 Equity Incentive Plan as of the date of this Registration Statement.
- (3) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for purposes of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant’s Common Stock as reported on the New York Stock Exchange on February 24, 2016.
- (4) Represents shares reserved for issuance under the 2012 Employee Stock Purchase Plan as of the date of this Registration Statement.
- (5) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for purposes of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant’s Common Stock as reported on the New York Stock Exchange on February 24, 2016. In the case of the 2012 Employee Stock Purchase Plan, this price per share is multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2012 Employee Stock Purchase Plan.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, ServiceNow, Inc. (the “Registrant”) is filing this Registration Statement with the SEC to register 8,039,288 additional shares of Common Stock under the Registrant’s 2012 Equity Incentive Plan and 1,607,858 additional shares of Common Stock under the Registrant’s 2012 Employee Stock Purchase Plan, pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on June 29, 2012 (Registration No. 333-182445), the Form S-8 filed with the Commission on May 8, 2013 (Registration No. 333-188462), the Form S-8 filed with the Commission on February 28, 2014 (Registration No. 333-194210), and the Form S-8 filed with the Commission on February 27, 2015 (Registration No. 333-202331). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (a) the Registrant's Annual Report on Form 10-K (Registration No. 001-35580) for the fiscal year ended December 31, 2015 filed with the Commission on February 25, 2016 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (c) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A (Registration No. 001-35580) filed with the Commission on June 19, 2012 pursuant to Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	<u>Incorporated by Reference</u>		<u>Exhibit</u>	<u>Filing Date</u>	<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>			
4.1	Restated Certificate of Incorporation of the Registrant, as currently in effect.	10-Q	001-35580	3.1	8/10/2012	
4.2	Restated Bylaws of the Registrant, as currently in effect.	8-K	001-35580	3.1	12/10/2014	
4.3	Form of Common Stock Certificate.	S-1/A	333-180486	4.1	6/19/2012	
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
99.1	2012 Equity Incentive Plan	S-1/A	333-180486	10.3	6/19/2012	
99.2	2012 Employee Stock Purchase Plan	10-K	001-35580	10.4	3/8/2013	
99.3	Form of Stock Option Award Agreement and Restricted Stock Unit Award Agreement under 2012 Equity Incentive Plan.	10-K	001-35580	10.4	2/25/2016	
99.4	Form of Subscription Agreement Under 2012 Employee Stock Purchase Plan.	10-K	001-35580	10.6	2/25/2016	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 26 day of February, 2016.

ServiceNow, Inc.

By: /s/ Frank Sloodman
Frank Sloodman
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Frank Sloodman and Michael P. Scarpelli, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Frank Sloodman</u> Frank Sloodman	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 26, 2016
<u>/s/ Michael P. Scarpelli</u> Michael P. Scarpelli	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	February 26, 2016
<u>/s/ Frederic B. Luddy</u> Frederic B. Luddy	Chief Product Officer and Director	February 26, 2016
<u>/s/ Paul V. Barber</u> Paul V. Barber	Director	February 26, 2016
<u>/s/ Susan L. Bostrom</u> Susan L. Bostrom	Director	February 26, 2016
<u>/s/ Ronald E.F. Codd</u> Ronald E.F. Codd	Director	February 26, 2016
<u>/s/ Charles Giancarlo</u> Charles Giancarlo	Director	February 26, 2016
<u>/s/ Jeffrey A. Miller</u> Jeffrey A. Miller	Director	February 26, 2016
<u>/s/ Anita M. Sands</u> Anita M. Sands	Director	February 26, 2016
<u>/s/ William L. Strauss</u> William L. Strauss	Director	February 26, 2016

EXHIBIT INDEX

<u>Exhibit</u> <u>Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>		<u>Exhibit</u>	<u>Filing Date</u>	<u>Filed</u> <u>Herewith</u>
		<u>Form</u>	<u>File No.</u>			
4.1	Restated Certificate of Incorporation of the Registrant, as currently in effect.	10-Q	001-35580	3.1	8/10/2012	
4.2	Restated Bylaws of the Registrant, as currently in effect.	8-K	001-35580	3.1	12/10/2014	
4.3	Form of Common Stock Certificate.	S-1/A	333-180486	4.1	6/19/2012	
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
99.1	2012 Equity Incentive Plan	S-1/A	333-180486	10.3	6/19/2012	
99.2	2012 Employee Stock Purchase Plan	10-K	001-35580	10.4	3/8/2013	
99.3	Form of Stock Option Award Agreement and Restricted Stock Unit Award Agreement under 2012 Equity Incentive Plan.	10-K	001-35580	10.4	2/25/2016	
99.4	Form of Subscription Agreement Under 2012 Employee Stock Purchase Plan.	10-K	001-35580	10.6	2/25/2016	



SILICON VALLEY 801 CALIFORNIA STREET MOUNTAIN VIEW, CA 94041

TEL: 650.988.8500 FAX: 650.938.5200 WWW.FENWICK.COM

February 26, 2016

ServiceNow, Inc.
2225 Lawson Lane
Santa Clara, CA 95054

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 to be filed by ServiceNow, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about February 26, 2016 (the "**Registration Statement**") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 9,647,146 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value per share (the "**Common Stock**"), subject to issuance by the Company upon the exercise or settlement of (a) awards granted or to be granted under the Company's 2012 Equity Incentive Plan, (the "**2012 Plan**") and (b) purchase rights granted or to be granted under the Company's 2012 Employee Stock Purchase Plan, as amended to date (the "**2012 ESPP**"). The plans referred to in clauses (a) through (b) above are collectively referred to in this letter as the "**Plans**". At your request we are providing this letter to express our opinion on the matters set forth in the numbered paragraphs below.

In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinions set forth herein, which included examination of the documents described on Exhibit A attached hereto (which is incorporated in this letter by reference). Capitalized terms used but not defined in the body of this letter have the meanings given to such terms on Exhibit A hereto.

In giving the opinions contained in this letter, we have assumed the current accuracy of the representations and warranties made by representatives of the Company to us, including but not limited to those set forth in the Opinion Certificate.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the State of California and the existing Delaware General Corporation Law ("**DGCL**"). We express no opinion with respect to any other laws or with respect to the "blue sky" securities laws of any state.

In our examination of documents for purposes of this opinion, we have relied on the accuracy of representations to us by officers of the Company with respect to, and express no opinion as to, the genuineness of all signatures on original documents. We have also assumed the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, and the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us. We have also assumed that there has been no amendment to, or revocation of, any corporate proceedings of the Company's Board of Directors (the "**Board**"), or stockholders of the Company referenced in this letter or in Exhibit A hereto.

With respect to our opinion expressed in paragraph (1) below as to the valid existence and good standing of the Company under the laws of the State of Delaware, we have relied upon the Good Standing Certificate and representations made to us by the Company, including those set forth in the Opinion Certificate.

In connection with our opinion expressed in paragraph (2) below, we have assumed that (i) at or prior to the time of the delivery of any Shares, the Registration Statement will have been declared effective under the Securities Act of 1933, as amended, the registration will apply to all the Shares and will not have been modified or rescinded and (ii) the absence of any future amendment to the Company's Certificate of Incorporation that would make the Common Stock assessable.

Based upon, and subject to, the foregoing, it is our opinion that:

1. The Company is a corporation validly existing, in good standing, under the laws of the State of Delaware; and
2. The 9,647,146 Shares of Common Stock that may be issued and sold by the Company upon the exercise or settlement of (a) awards granted or to be granted under the 2012 Plan and (b) purchase rights granted or to be granted under the 2012 ESPP Plan, when issued, sold and delivered in accordance with the applicable Plans and Plan Agreements (as defined below) and in the manner and for the consideration stated in the Registration Statement and the relevant Prospectuses (as defined below), will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto. This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, is based solely on our understanding of facts in existence as of such date and does not address any potential changes in facts, circumstance or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

FENWICK & WEST LLP

/s/ Fenwick & West LLP

EXHIBIT A
to
Legal Opinion Regarding S-8 Registration Statement
of
ServiceNow, Inc., a Delaware corporation (the “Company”)

Certain Reviewed Documents

Capitalized terms used but not defined in this Exhibit A have the meanings defined for such terms in the opinion letter to which this Exhibit A is attached.

- 1) Copy of the Restated Certificate of Incorporation of the Company, filed with and certified by the Delaware Secretary of State on July 5, 2012 and incorporated by reference as Exhibit 4.1 to the Registration Statement, which has been certified to us by the Company in the Opinion Certificate to be currently in effect and unmodified as of the date hereof (the “**Restated Certificate**”).
- 2) Copy of the Company’s Restated Bylaws, incorporated by reference as Exhibit 4.2 to the Registration Statement, which has been certified to us by the Company in the Opinion Certificate to be currently in effect and unmodified as of the date hereof (the “**Bylaws**”).
- 3) The Registration Statement, together with the Exhibits filed as part thereof or incorporated therein by reference.
- 4) The prospectuses prepared for use pursuant to the Registration Statement (the “**Prospectuses**”).
- 5) An Opinion Certificate of the Company addressed to us and dated the date of this opinion letter containing certain factual representations (the “**Opinion Certificate**”).
- 6) A certificate of verification by Computershare Trust Company, N.A., the Company’s transfer agent, of the number of the Company’s authorized, issued and outstanding shares of capital stock as of February 26, 2016.
- 7) A report by the Company as of February 24, 2016, set forth in the Opinion Certificate, of (i) the issued and outstanding options, warrants and rights to purchase or otherwise acquire from the Company capital stock of the Company (including a list of outstanding options and warrants) as of February 24, 2016 and (ii) any additional shares of capital stock reserved for future issuance in connection with the Plans and all other plans, agreements or rights to acquire capital stock of the Company as of February 24, 2016, and the Company’s representation and certification to us in the Opinion Certificate that the Company has not, since February 24, 2016, granted any preemptive rights or options, warrants, conversion privileges or other rights (or options or agreements for any such rights) to acquire any shares of the Company’s capital stock or other securities.
- 8) A Certificate of Good Standing dated February 26, 2016 issued by the Delaware Secretary of State stating that the Company is duly incorporated, in good standing and has a legal corporate existence as of such date (the “**Good Standing Certificate**”).
- 9) The Plans and the forms of agreements used by the Company under the Plans that will govern the Company’s issuance of Shares, copies of which are incorporated by reference as exhibits to the Registration Statement (the “**Plan Agreements**”).
- 10) Copies of the minutes of meetings and actions by written consent of the Board and stockholders at which, or pursuant to which, the Board and/or the Company’s stockholders approved (i) the Restated Certificate, (ii) the Bylaws, (iii) the Plans, (iv) the reservation of Common Stock and the sale and issuance of the Shares pursuant to the Plans, and (v) the filing of the Registration Statement;

* * * *

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2016 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in ServiceNow, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015.

/s/ PricewaterhouseCoopers LLP

San Jose, California
February 26, 2016