

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.)

ServiceNow, Inc.
 12225 El Camino Real, Suite 100
 San Diego, California 92130
 (Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2005 Stock Plan
 2012 Equity Incentive Plan
 2012 Employee Stock Purchase Plan
 (Full title of the plans)

Frank Sloodman
 President and Chief Executive Officer
 ServiceNow, Inc.
 12225 El Camino Real, Suite 100
 San Diego, California 92130
 (858) 720-0477

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Gordon Davidson, Esq.
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.
12225 El Camino Real, Suite 100
San Diego, California 92130
(858) 720-0477

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.

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				
-Outstanding under the 2005 Stock Plan (options)	37,460,758(2)	\$ 3.80(3)	\$142,350,881.00	\$ 16,314.00
-Outstanding under the 2005 Stock Plan (RSUs)	1,030,644(4)	18.00(5)	18,551,592.00	2,127.00
-Outstanding under the 2012 Equity Incentive Plan (options)	693,310(6)	18.00(7)	12,479,580.00	1,431.00
-Outstanding under the 2012 Equity Incentive Plan (RSUs)	1,660(8)	18.00(9)	29,880.00	4.00
-To be issued under the 2012 Equity Incentive Plan	11,211,093(10)	18.00(11)	201,799,674.00	23,127.00
-To be issued under the 2012 Employee Stock Purchase Plan	5,000,000(12)	15.30(13)	76,500,000.00	8,767.00
TOTAL	55,397,465	N/A	\$451,711,607.00	\$ 51,770.00

- (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 of Registrant’s common stock reserved for issuance pursuant to stock options outstanding under the 2005 Stock Plan, as amended (the “2005 Stock Plan”), as of the date of this Registration Statement. Any such shares of common stock that are subject to awards under the 2005 Stock Plan which are forfeited, lapse unexercised or would otherwise have been returned to the share reserve under the 2005 Stock Plan will be available for issuance under the 2012 Equity Incentive Plan. See footnote 10 below.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act on the basis of the weighted average exercise price of \$3.80 per share (rounded up to the nearest cent).
- (4) Represents shares of Registrant’s common stock reserved for future issuance pursuant to restricted stock units outstanding under the 2005 Stock Plan. Any such shares of common stock that are subject to awards under the 2005 Stock Plan which are forfeited, lapse unexercised or would otherwise have been returned to the share reserve under the 2005 Stock Plan will be available for issuance under the 2012 Equity Incentive Plan. See footnote 10 below.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act and based upon the initial public offering price of the Registrant’s common stock set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-180486) declared effective on June 28, 2012 (the “Initial Public Offering Price”).
- (6) Represents shares of Registrant’s common stock reserved for issuance pursuant to stock options outstanding under the 2012 Equity Incentive Plan as of the date of this Registration Statement.
- (7) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act on the basis of the exercise price of \$18.00 per share.
- (8) Represents shares of Registrant’s common stock reserved for future issuance pursuant to restricted stock units outstanding under the 2012 Equity Incentive Plan.
- (9) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act and based upon the Initial Public Offering Price.
- (10) Shares of common stock reserved for issuance under the 2012 Equity Incentive Plan consist of (a) 8,905,030 shares of common stock reserved for issuance under the 2012 Equity Incentive Plan and (b) 2,306,063 shares of common stock previously reserved but unissued under the 2005 Stock Plan that are now available for issuance under the 2012 Equity Incentive Plan. To the extent outstanding awards under the 2005 Stock Plan are forfeited, lapse unexercised or would otherwise have been returned to the share reserve under the 2005 Stock Plan, the shares of common stock subject to such awards instead will be available for future issuance under the 2012 Equity Incentive Plan. See footnote 2 and footnote 4 above.
- (11) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act and based upon the Initial Public Offering Price of the Registrant’s common stock.
- (12) Represents shares of Registrant’s common stock reserved for future issuance under the Registrant’s 2012 Employee Stock Purchase Plan.
- (13) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act and based upon the Initial Public Offering Price, multiplied by 85%. Pursuant to the Registrant’s 2012 Employee Stock Purchase Plan, the purchase price of a share is 85% of the fair market value of the Registrant’s common stock.

PART I

Information Required in the Section 10(a) Prospectus

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the “Securities Act”) and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated herein by reference:

- (a) the Registrant's prospectus filed on June 28, 2012 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1, as amended (Registration No. 333-180486); and
- (b) 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 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents 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, which indicates that all securities offered hereby have been sold or which deregisters 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 filing such documents, except as to specific sections of such documents as set forth therein. 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award or a corporation's board of directors to grant indemnity to directors and officers under certain circumstances and subject to certain limitations. The terms of Section 145 of the Delaware General Corporation Law are sufficiently broad to permit indemnification under certain circumstances for liabilities, including reimbursement of expenses incurred, arising under the Securities Act.

As permitted by the Delaware General Corporation Law, the Registrant's restated certificate of incorporation that will be in effect at the closing of the Registrant's initial public offering contains provisions that eliminate the personal liability of its directors for monetary damages for any breach of fiduciary duties as a director, except liability for the following:

- any breach of the director's duty of loyalty to the Registrant or its stockholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- under Section 174 of the Delaware General Corporation Law (regarding unlawful dividends and stock purchases); or
- any transaction from which the director derived an improper personal benefit.

As permitted by the Delaware General Corporation Law, the Registrant's restated bylaws that will be in effect at the closing of the Registrant's initial public offering provide that:

- the Registrant is required to indemnify its directors and executive officers to the fullest extent permitted by the Delaware General Corporation Law, subject to very limited exceptions;
- the Registrant may indemnify its other employees and agents as set forth in the Delaware General Corporation Law;
- the Registrant is required to advance expenses, as incurred, to its directors and executive officers in connection with a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to very limited exceptions; and
- the rights conferred in the restated bylaws are not exclusive.

The Registrant has entered into indemnification agreements with each of its current directors and executive officers to provide these directors and executive officers additional contractual assurances regarding the scope of the indemnification set forth in the Registrant's restated certificate of incorporation and restated bylaws and to provide additional procedural protections. There is no pending litigation or proceeding involving a director or executive officer of the Registrant for which indemnification is sought. The indemnification provisions in the Registrant's restated certificate of incorporation, restated bylaws and the indemnification agreements entered into between the Registrant and each of its directors and executive officers may be sufficiently broad to permit indemnification of the Registrant's directors and executive officers for liabilities arising under the Securities Act.

The Registrant currently carries liability insurance for its directors and officers.

In addition, certain of the Registrant's non-employee directors may, through their relationships with their employers, be insured and/or indemnified against certain liabilities incurred in their capacity as members of the Registrant's board of directors.

See also the undertakings set out in response to Item 9 of this Registration Statement.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
4.1	Restated Certificate of Incorporation, as currently in effect.	S-1/A	333-180486	3.1	6/19/12	
4.2	Restated Certificate of Incorporation to be effective upon closing of the Registrant's public offering.	S-1/A	333-180486	3.2	5/4/12	
4.3	Bylaws, as currently in effect.	S-1/A	333-180486	3.3	5/24/12	
4.4	Restated Bylaws to be effective upon closing of the Registrant's public offering.	S-1/A	333-180486	3.4	5/4/12	
4.5	Form of Common Stock Certificate.	S-1/A	333-180486	4.1	5/4/12	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
5.1	Opinion of Fenwick & West LLP.					X
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (included in Exhibit 5.1).					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
99.1	2005 Stock Plan and Forms of Stock Option Agreement and Restricted Stock Unit Agreement thereunder thereunder.	S-1	333-180486	10.2	3/30/12	
99.2	2012 Equity Incentive Plan and Forms of Stock Option Award Agreement, Restricted Stock Agreement, Stock Appreciation Right Award Agreement and Restricted Stock Unit Award Agreement thereunder.	S-1/A	333-180486	10.3	6/19/12	
99.3	2012 Employee Stock Purchase Plan and Form of Subscription Agreement thereunder.	S-1/A	333-180486	10.4	6/19/12	

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereby, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 San Diego, State of California, on this 29th of June, 2012.

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 substation, 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>	June 29, 2012
<u>/s/ Michael P. Scarpelli</u> Michael P. Scarpelli	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	June 29, 2012
<u>/s/ Frederic B. Luddy</u> Frederic B. Luddy	Chief Product Officer and Director	June 29, 2012
<u>/s/ Paul V. Barber</u> Paul V. Barber	Director	June 29, 2012
<u>/s/ Ronald E.F. Codd</u> Ronald E.F. Codd	Director	June 29, 2012

<div>/s/ Douglas M. Leone</div> <div>Douglas M. Leone</div>	Director	June 29, 2012
<div>/s/ Jeffrey A. Miller</div> <div>Jeffrey A. Miller</div>	Director	June 29, 2012
<div>/s/ Charles E. Noell, III</div> <div>Charles E. Noell, III</div>	Director	June 29, 2012
<div>/s/ William L. Strauss</div> <div>William L. Strauss</div>	Director	June 29, 2012

EXHIBIT INDEX

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5.1	Opinion of Fenwick & West LLP.					X
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (included in Exhibit 5.1).					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
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99.3	2012 Employee Stock Purchase Plan and Form of Subscription Agreement thereunder.	S-1/A	333-180486	10.4	6/19/12	



SILICON VALLEY 801 CALIFORNIA STREET MOUNTAIN VIEW, CA 94041
 TEL: 650.988.8500 FAX: 650.938.5200 WWW.FENWICK.COM

ROBERT A. FREEDMAN

June 29, 2012

EMAIL RFREEDMAN@FENWICK.COM
 DIRECT DIAL (650) 335-7292

ServiceNow, Inc.
 12225 El Camino Real, Suite 100
 San Diego, California 92130

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by ServiceNow, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about June 28, 2012 in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 55,397,465 shares of the Company's Common Stock, \$0.001 par value per share (the "**Stock**"), subject to issuance by the Company (a) upon the exercise or settlement of awards granted under the Company's 2005 Stock Plan, as amended, (b) upon the exercise or settlement of awards granted or to be granted under the Company's 2012 Equity Incentive Plan and (c) upon the exercise of purchase rights granted or to be granted under the Company's 2012 Employee Stock Purchase Plan (collectively, the "**Plans**"). In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

- (1) the Company's Restated Certificate of Incorporation, certified by the Delaware Secretary of State on June 6, 2012 (the "**Current Certificate**") and the Restated Certificate of Incorporation that the Company intends to file and that will be effective upon the closing of the Company's initial public offering (the "**Post-Effective Restated Certificate**");
- (2) the Company's Bylaws, certified by the Company's Secretary on March 27, 2012 (the "**Current Bylaws**") and the Restated Bylaws that the Company has adopted in connection with, and that will be effective upon, the closing of the Company's initial public offering (the "**Post-Effective Bylaws**");
- (3) the Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference;
- (4) the Plans and related forms of agreements under the Plans;

- (5) the prospectuses prepared in connection with the Registration Statement (the “**Prospectuses**”);
- (6) the minutes of meetings and actions by written consent of the Company’s Board of Directors and the Company’s stockholders provided to us by the Company relating to the adoption, approval, authorization and/or ratification of (a) the Current Certificate, (b) the Post-Effective Restated Certificate, (c) the Current Bylaws, (d) the Post-Effective Bylaws, (e) the filing of the Registration Statement, and (f) the Plans, including the reservation of the Stock for sale and issuance pursuant to the Plans and the sale and issuance of the Stock pursuant to the Plans.
- (7) the stock records that the Company has provided to us (consisting of a list of stockholders, optionholders and restricted stock unit holders that was prepared by the Company and dated of even date herewith, respecting the Company’s capital stock and any rights to purchase capital stock and verifying the number of such issued and outstanding securities);
- (8) a Certificate of Good Standing issued by the Secretary of State of the State of Delaware, dated of even date herewith, stating that the Company is in good standing and has a legal corporate existence under the laws of the State of Delaware (the “**Certificate of Good Standing**”); and
- (9) an Opinion Certificate addressed to us, dated of even date herewith and executed by the Company, containing certain factual representations (the “**Opinion Certificate**”).

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, 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, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from the documents referred to above and 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 have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America, the State of California and the existing Delaware General Corporation Law, the Delaware Constitution and reported judicial decisions relating thereto.

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 solely upon the Certificate of Good Standing and representations made to us by the Company in the Opinion Certificate.

In accordance with Section 95 of the American Law Institute's Restatement (Third) of the Law Governing Lawyers (2000), this opinion letter is to be interpreted in accordance with customary practices of lawyers rendering opinions to third parties in connection with the filing of a registration statement with the Commission of the type described herein.

Based upon 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 55,397,465 shares of Stock that may be issued and sold by the Company upon the exercise or settlement of (a) awards granted under the 2005 Stock Plan, (b) awards granted or to be granted under the 2012 Equity Incentive Plan and (c) purchase rights granted or to be granted under the 2012 Employee Stock Purchase Plan, when issued, sold and delivered in accordance with the applicable plan and purchase agreements entered into thereunder and in the manner and for the consideration stated in the Registration Statement and the Prospectuses, will be validly issued, fully paid and nonassessable.

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. In rendering the opinions set forth above, we are opining only as to the specific legal issues expressly set forth therein, and no opinion shall be inferred as to any other matter or matters.

This opinion is intended solely for use in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. 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

By: /s/ Robert A. Freedman

Robert A. Freedman, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ServiceNow, Inc. (formerly Service-now.com) of our report dated March 30, 2012, except for Note 18, "Subsequent Events," as to which the date is May 23, 2012, relating to the consolidated financial statements of ServiceNow, Inc., which appears in ServiceNow, Inc.'s Amendment No. 3 to Registration Statement on Form S-1 (No. 333-180486) filed on June 19, 2012.

/s/ PricewaterhouseCoopers LLP

San Diego, California
June 28, 2012