

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>LEONE DOUGLAS M</u>  (Last) (First) (Middle) <u>3000 SAND HILL ROAD, 4-250</u>  (Street) <u>MENLO PARK CA 94025</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>07/05/2012</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)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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			
Common Stock	07/05/2012		C		22,929,800	A	(1)	22,948,252	I	By Sequoia Capital U.S. Growth Fund IV, LP(2)
Common Stock	07/05/2012		C		995,280	A	(1)	996,092	I	By Sequoia Capital USGF Principals Fund IV, LP(2)
Common Stock								337,500	I	By SC US GF V Holdings, Ltd.(3)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Convertible Preferred Stock	(1)	07/05/2012		C		2,866,225	(1)	(1)	Common Stock	22,929,800	(1)	0	I	By Sequoia Capital U.S. Growth Fund IV, LP(2)
Series D Convertible Preferred Stock	(1)	07/05/2012		C		124,410	(1)	(1)	Common Stock	995,280	(1)	0	I	By Sequoia Capital USGF Principals Fund IV, LP(2)

Explanation of Responses:

1. Each share of Series D Convertible Preferred Stock converted into eight shares of common stock upon the completion of the Issuer's initial public offering and had no expiration date.

2. Douglas Leone is a managing director of SCGF GenPar, Ltd. ("SCGF GenPar"). SCGF GenPar is the sole general partner of SCGF IV Management, L.P. ("SCGF IV Management"), which is the sole general partner of Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. By virtue of these relationships, Mr. Leone may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

3. Douglas Leone is a managing director of SC GF V TT, Ltd. ("SCGF V") and a director of SC US GF V Holdings Ltd. SCGF V is the sole general partner of SCGF V Management, L.P. ("SCGF V Management"), which is the sole general partner of each of Sequoia Capital US Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. Sequoia Capital US Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. together own 100% of the outstanding ordinary shares of SC US GF V Holdings, Ltd. By virtue of these relationships, Mr. Leone may be deemed to share voting and dispositive power with respect to the shares held by SC US GF V Holdings, Ltd. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

/s/ Douglas Leone 07/05/2012  
\*\* Signature of Reporting Person Date

\* 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.**