

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>NOELL CHARLES III</u>  (Last) (First) (Middle) <u>100 INTERNATIONAL DRIVE, 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 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	05/11/2012		X		474,696 <sup>(1)</sup>	A	\$1,024,591.56	474,696 <sup>(1)</sup>	D <sup>(1)</sup>	

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				
Call Option (right to buy)	\$1,024,591.56	05/11/2012		X			474,696 <sup>(1)</sup>	07/01/2010	12/31/2020	Series C Convertible Preferred Stock	474,696 <sup>(1)</sup>	\$0	0	D	
Director Stock Option (right to buy)	\$18	06/28/2012		A		100,000		<sup>(2)</sup>	06/27/2022	Common Stock	100,000	\$0	100,000	D <sup>(3)</sup>	

Explanation of Responses:

1. The total represents shares of common stock to be received upon conversion of shares of the Issuer's Series C Convertible Preferred Stock (the "Series C Shares") underlying the option granted in July 2010 to Mr. Noell by John J. Moores. Effective upon the closing of the Issuer's initial public offering of its common stock, each Series C Share will automatically convert into eight shares of Common Stock as shown in column 5.
2. Represents a stock option (the "Option") which vest 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 Option (the "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, to offset the management fees of the Equity V Funds. Mr. Noell is a managing member of JMI Associates V, L.L.C. Mr. Noell disclaims Section 16 beneficial ownership of the Shares, except to the extent of his pecuniary interest, if any, in the Shares by virtue of his membership interest in JMI Associates V, L.L.C.

/s/ Charles E. Noell III  
\*\* Signature of Reporting Person

07/02/2012  
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.