

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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ISSUER

ServiceNow, Inc.

CIK: **1373715** | IRS No.: **000000000** | State of Incorporation: **CA** | Fiscal Year End: **1231**
SIC: **7372** Prepackaged software

Mailing Address
4810 EASTGATE MALL
SAN DIEGO CA 92121

Business Address
4810 EASTGATE MALL
SAN DIEGO CA 92121
858-720-0477

REPORTING OWNER

NOELL CHARLES III

CIK: **1074282**
Type: **4** | Act: **34** | File No.: **001-35580** | Film No.: **13853106**

Mailing Address
JMI EQUITY
100 INTERNATIONAL DRIVE,
STE 19100
BALTIMORE MD 21202

Business Address
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STE 19100
BALTIMORE MD 21202
4109510213

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person NOELL CHARLES III			2. Issuer Name and Ticker or Trading Symbol ServiceNow, Inc. [NOW]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013			
100 INTERNATIONAL DRIVE, SUITE 19100						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
BALTIMORE, MD 21202						
(City)	(State)	(Zip)				

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	05/14/2013		<u>S</u>		61,282	D	\$39.99 ⁽¹⁾	972,189 ^{(7) (8)}	D ^{(7) (8)}	
Common Stock	05/14/2013		<u>S</u>		20,448 ⁽⁵⁾	D	\$39.99 ⁽²⁾	98,096 ⁽⁵⁾	I	See Footnote ⁽⁵⁾
Common Stock	05/15/2013		<u>S</u>		70,206	D	\$40.52 ⁽³⁾	901,983 ^{(7) (8)}	D ^{(7) (8)}	
Common Stock	05/15/2013		<u>S</u>		23,400 ⁽⁶⁾	D	\$40.52 ⁽⁴⁾	74,696 ⁽⁶⁾	I	See Footnote ⁽⁶⁾

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$39.50 to \$40.34 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
2. The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$39.50 to \$40.34 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
3. The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$40.03 to \$40.98 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
4. The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$40.03 to \$40.98 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
5. Represents shares of Common Stock sold on May 14, 2013 by six family trusts for which Mr. Noell may be deemed to control investment decisions (the "Family Trusts"). Immediately following such sale, the Family Trusts directly held an aggregate of 98,096 shares of Common Stock. The Family Trusts are irrevocable, and one or more beneficiaries of such trusts is an immediate family member of Mr. Noell. Mr. Noell disclaims Section 16 beneficial ownership of the shares held by such trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by such trusts, except to the extent of his pecuniary interest, if any, in the shares held by such trusts by virtue of his position with such trusts.
6. Represents shares of Common Stock sold on May 15, 2013 by the Family Trusts. Immediately following such sale, the Family Trusts directly held an aggregate of 74,696 shares of Common Stock. The Family Trusts are irrevocable, and one or more beneficiaries of such trusts is an immediate family member of Mr. Noell. Mr. Noell disclaims Section 16 beneficial ownership of the shares held by such trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by such trusts, except to the extent of his pecuniary interest, if any, in the shares held by such trusts by virtue of his position with such trusts.
7. As of the date of this report, JMI Equity Fund IV Trust, JMI Associates IV Trust, JMI Equity Fund IV (AI) Trust, JMI Associates IV (AI) Trust, JMI Euro Equity Fund IV Trust, JMI Associates Euro IV Trust, JMI Equity Fund V Trust, JMI Associates V Trust, JMI Equity Fund V (AI) Trust and JMI Associates V (AI) Trust (collectively, the "JMI Trusts") directly hold an aggregate of 6,914,884 shares of Common Stock. The JMI Trusts are irrevocable and Mr. Noell is a co-trustee of the JMI Trusts (other than for JMI Euro Equity Fund IV Trust) and a beneficiary of the JMI Trusts. (Continued in footnote 8)
8. Mr. Noell disclaims Section 16 beneficial ownership of the shares held by the JMI Trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by the JMI Trusts, except to the extent of his pecuniary interest, if any, in the shares held by the JMI Trusts by virtue of his position as a co-trustee of the JMI Trusts (other than for JMI Euro Equity Fund IV Trust) and a beneficiary of the JMI Trusts.

Signatures

/s/ Charles E. Noell, III

** Signature of Reporting Person

05/16/2013

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.