

ServiceNow, Inc.
Form 4
July 05, 2012

FORM 4

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

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 OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCGF GENPAR LTD

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ServiceNow, Inc. [NOW]

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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)
Common Stock	07/05/2012		C	22,929,800	A <u>(1)</u> 22,948,252	I	By Sequoia Capital U.S. Growth Fund IV, LP <u>(2)</u>
Common Stock	07/05/2012		C	995,280	A <u>(1)</u> 996,092	I	By Sequoia Capital USGF Principals Fund IV,

Common Stock	337,500	I	LP ⁽²⁾ By SC US GF V Holdings, Ltd. ⁽³⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series D Convertible Preferred Stock	<u>(1)</u>	07/05/2012		C	2,866,225	<u>(1)</u> <u>(1)</u>	Common Stock 22,929
Series D Convertible Preferred Stock	<u>(1)</u>	07/05/2012		C	124,410	<u>(1)</u> <u>(1)</u>	Common Stock 995,2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCGF GENPAR LTD 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	X

SCGF IV MANAGEMENT LP 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL US GROWTH FUND IV LP 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	X
SC US GF V Holdings, Ltd. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA	X
SCGF V Management, L.P. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	X
SC GF V TT, Ltd. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL U.S. GROWTH FUND V, L.P. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL USGF PRINCIPALS FUND V, L.P. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	X

Signatures

/s/ Douglas Leone, a Managing Director of SCGF GenPar Ltd

07/05/2012

__Signature of Reporting Person

Date

/s/ Douglas Leone, a Managing Director of SCGF GenPar Ltd, the General Partner of SCGF IV Management, L.P.

07/05/2012

__Signature of Reporting Person

Date

/s/ Douglas Leone, a Managing Director of SCGF GenPar Ltd, the General Partner of SCGF IV Management, L.P., the General Partner of Sequoia Capital U.S. Growth Fund IV, L.P.

07/05/2012

__Signature of Reporting Person

Date

/s/ Douglas Leone, a Managing Director of SCGF GenPar Ltd, the General Partner of SCGF IV Management, L.P., the General Partner of Sequoia Capital USGF Principals Fund IV, L.P.

07/05/2012

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__Signature of Reporting Person

Date

/s/ Douglas Leone, Director of SC US GF V Holdings, Ltd.

07/05/2012

__Signature of Reporting Person

Date

/s/ Douglas Leone, a Managing Director of SC GF V TT, Ltd., the General Partner of SCGF V Management, L.P.

07/05/2012

__Signature of Reporting Person

Date

/s/ Douglas Leone, a Managing Director of SC GF V TT, Ltd

07/05/2012

__Signature of Reporting Person

Date

/s/ Douglas Leone, a Managing Director of SC GF V TT, Ltd., the General Partner of SCGF V Management, L.P., the General Partner of Sequoia Capital US Growth Fund V, L.P.

07/05/2012

__Signature of Reporting Person

Date

/s/ Douglas Leone, a Managing Director of SC GF V TT, Ltd., the General Partner of SCGF V Management, L.P., the General Partner of Sequoia Capital USGF Principals Fund V, L.P.

07/05/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (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) SCGF GenPar, Ltd. ("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. As a result, SCGF GenPar and SCGF IV Management 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. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of its 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) SC GF V TT, 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. As a result, Sequoia Capital US Growth Fund V, L.P., Sequoia Capital USGF Principals Fund V, L.P., SCGF V and SCGF V Management may be deemed to share voting and dispositive power with respect to the shares held by SC US GF V Holdings, Ltd. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of its 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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