

ServiceNow, Inc.
Form 4
July 06, 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 *
El Camino Advisors, LLC

(Last) (First) (Middle)

111 CONGRESS AVENUE, SUITE
2600

(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ 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)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	07/05/2012		C		9,743,808 ⁽¹⁾	A \$ 0 9,751,654	I	See footnotes ⁽³⁾ ⁽⁵⁾
Common Stock	07/05/2012		C		4,268,440 ⁽¹⁾	A \$ 0 4,272,259	I	See footnotes ⁽⁴⁾ ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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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 A Convertible Preferred Stock	(2)	07/05/2012		C	3,260,000	(2) (2)	Common Stock 3,260,
Series A Convertible Preferred Stock	(2)	07/05/2012		C	1,586,920	(2) (2)	Common Stock 1,586,
Series B Convertible Preferred Stock	(2)	07/05/2012		C	5,201,184	(2) (2)	Common Stock 5,201,
Series B Convertible Preferred Stock	(2)	07/05/2012		C	2,531,856	(2) (2)	Common Stock 2,531,
Series C Convertible Preferred Stock	(2)	07/05/2012		C	1,282,624	(2) (2)	Common Stock 1,282,
Series C Convertible Preferred Stock	(2)	07/05/2012		C	149,664	(2) (2)	Common Stock 149,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
El Camino Advisors, LLC 111 CONGRESS AVENUE, SUITE 2600 AUSTIN, TX 78701	X	X		
JMI Participating Partners 111 CONGRESS AVENUE, SUITE 2600 AUSTIN, TX 78701	X	X		

JMI Services, LLC
111 CONGRESS AVENUE, SUITE 2600 X X
AUSTIN, TX 78701

JMTX Manager, Inc.
111 CONGRESS AVENUE, SUITE 2600 X X
AUSTIN, TX 78701

Signatures

/s/ Bryant W. Burke, 07/05/2012
Attorney-in-Fact

__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) The total represents shares received upon conversion of shares of the Issuer's Series A Convertible Preferred Stock (the "Series A Shares"), Series B Convertible Preferred Stock (the "Series B Shares") and Series C Convertible Preferred Stock (the "Series C Shares" and together with the Series A Shares and Series B Shares, collectively, the "Preferred Shares").

(2) Effective upon the closing of the Issuer's initial public offering of its common stock, each Preferred Share automatically converted into eight shares of Common Stock as shown in column 7. The Preferred Shares had no expiration date.

(3) As of the date hereof, JMI Participating Partners ("Participating Partners") owns an aggregate of 9,751,654 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering, Participating Partners owned 7,846 shares of Common Stock, 407,500 Series A Shares, 650,148 Series B Shares and 160,328 Series C Shares. El Camino Advisors, LLC is the managing general partner of Participating Partners and for Section 13(d) purposes may be deemed to be the beneficial owner of the shares held by Participating Partners. El Camino Advisors, LLC disclaims Section 16 beneficial ownership of the shares held by Participating Partners and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by Participating Partners.

(4) As of the date hereof, JMI Services, LLC ("Services") owns an aggregate of 4,272,259 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering, Services owned 3,819 shares of Common Stock, 198,365 Series A Shares, 316,482 Series B Shares and 18,708 Series C Shares. JMTX Manager, Inc. is the manager of Services and owns 1% of the equity interest in Services and for Section 13(d) purposes may be deemed to be the beneficial owner of the shares held by Services. JMTX Manager, Inc. disclaims Section 16 beneficial ownership of the shares held by Services and this report shall not be deemed an admission that such reporting person is the beneficial owner of the shares held by Services, except to the extent of its pecuniary interest, if any, in the shares held by Services by virtue of its membership interest in Services.

(5) Charles E. Noell III, a member of El Camino Advisors, LLC, and director and officer of JMTX Manager, Inc., serves as the representative of El Camino Advisors, LLC, Participating Partners, JMTX Manager, Inc., and Services on the Issuer's board of directors.

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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