

ServiceNow, Inc.
Form 3
June 28, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>SCGF GENPAR LTD</p> <p>(Last) (First) (Middle)</p> <p>3000 SAND HILL ROAD, 4-250</p> <p>(Street)</p> <p>MENLO PARK, CA 94025</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/28/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ServiceNow, Inc. [NOW]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock | 18,452 | I | By Sequoia Capital U.S. Growth Fund IV, LP ⁽¹⁾ |
| Common Stock | 812 | I | By Sequoia Capital USGF Principals Fund IV, LP ⁽¹⁾ |
| Common Stock | 337,500 | I | By SC US GF V Holdings, Ltd. ⁽²⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series D Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 22,929,800 (4) | \$ (3) | I | By Sequoia Capital U.S. Growth Fund IV, LP (1) |
| Series D Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 995,280 (4) | \$ (3) | I | By Sequoia Capital USGF Principals Fund IV, LP (1) |

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

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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.

- (2) 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.
- (3) Each share Series D Convertible Preferred Stock is convertible into eight shares of common stock upon the completion of the Issuer's initial public offering and has no expiration date.
- (4) Represents the number of shares of common stock issuable upon conversion of the Series D Convertible Preferred Stock on the terms specified in footnote (3).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.