

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)

1. Name and Address of Reporting Person *

Â JMI Associates V LLC

(Last) (First) (Middle)

100 INTERNATIONAL
DRIVE,Â SUITE 19100

(Street)

BALTIMORE,Â MDÂ 21202

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/28/2012

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

24,068

I

See footnotes (4) (5) (9)

Common Stock

8,434

I

See footnotes (6) (7) (9)

Common Stock

150

I

See footnotes (8) (9)

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)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	10,000,000	\$ (1)	I	See footnotes (4) (5) (9)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	3,503,760	\$ (1)	I	See footnotes (6) (7) (9)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	62,400	\$ (1)	I	See footnotes (8) (9)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	15,954,544	\$ (2)	I	See footnotes (4) (5) (9)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	5,590,088	\$ (2)	I	See footnotes (6) (7) (9)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	99,560	\$ (2)	I	See footnotes (8) (9)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	3,934,424	\$ (3)	I	See footnotes (4) (5) (9)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	1,378,528	\$ (3)	I	See footnotes (6) (7) (9)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	24,552	\$ (3)	I	See footnotes (8) (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JMI Associates V LLC 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE,Â MDÂ 21202	Â X	Â X	Â	Â
JMI Equity Fund V L P 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE,Â MDÂ 21202	Â X	Â X	Â	Â
JMI EQUITY FUND V AI L P 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE,Â MDÂ 21202	Â X	Â X	Â	Â
JMI EQUITY FUND IV LP 100 INTERNATIONAL DRIVE	Â X	Â X	Â	Â

SUITE 19100
BALTIMORE, MD 21202

JMI Equity Fund IV (AI), LP
100 INTERNATIONAL DRIVE
SUITE 19100 X X X X
BALTIMORE, MD 21202

JMI EURO EQUITY FUND IV L P
100 INTERNATIONAL DRIVE
SUITE 19100 X X X X
BALTIMORE, MD 21202

JMI Associates IV, LLC
100 INTERNATIONAL DRIVE
SUITE 19100 X X X X
BALTIMORE, MD 21202

JMI Equity Side Fund, LP
100 INTERNATIONAL DRIVE
SUITE 19100 X X X X
BALTIMORE, MD 21202

JMI Side Associates, LLC
100 INTERNATIONAL DRIVE
SUITE 19100 X X X X
BALTIMORE, MD 21202

Signatures

/s/ Paul V. Barber,
Attorney-in-Fact

06/28/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are shares of Series A Convertible Preferred Stock (the "Series A Shares") of the Issuer, and are convertible at any time into shares of the Issuer's Common Stock at the holder's election. The Series A Shares do not have an expiration date. Upon a Qualified IPO (as defined in Article Fourth, Section B.4(k)(i) of the Issuer's Restated Certificate of Incorporation, as the same may be amended from time to time), each Series A Share will convert into eight shares of Common Stock as shown in column 3.

(2) These securities are shares of Series B Convertible Preferred Stock (the "Series B Shares") of the Issuer, and are convertible at any time into shares of the Issuer's Common Stock at the holder's election. The Series B Shares do not have an expiration date. Upon a Qualified IPO (as defined in Article Fourth, Section B.4(k)(i) of the Issuer's Restated Certificate of Incorporation, as the same may be amended from time to time), each Series B Shares will convert into eight shares of Common Stock as shown in column 3.

(3) These securities are shares of Series C Convertible Preferred Stock (the "Series C Shares") of the Issuer, and are convertible at any time into shares of the Issuer's Common Stock at the holder's election. The Series C Shares do not have an expiration date. Upon a Qualified IPO (as defined in Article Fourth, Section B.4(k)(i) of the Issuer's Restated Certificate of Incorporation, as the same may be amended from time to time), each Series C Shares will convert into eight shares of Common Stock as shown in column 3.

(4) As of the date hereof, JMI Equity Fund V, L.P. ("Fund V") owns 22,750 shares of Common Stock, 1,181,565 Series A Shares, 1,885,133 Series B Shares and 464,878 Series C Shares and JMI Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds") owns 1,318 shares of Common Stock, 68,435 Series A Shares, 109,185 Series B Shares and 26,925 Series C Shares. JMI Associates V, L.L.C. is the general partner of the Equity V Funds and for Section 13(d) purposes may be deemed to be the beneficial owner of the shares held by the Equity V Funds. (Continued to footnote 5)

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- (5) JMI Associates V, L.L.C. disclaims Section 16 beneficial ownership of the shares of Common Stock, Series A Shares, Series B Shares and Series C Shares held by the Equity V Funds (collectively, the "Equity V Fund Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Equity V Fund Shares, except to the extent of its pecuniary interest, if any, in the Equity V Fund Shares by virtue of its general partner interest in the Equity V Funds.
- As of the date hereof, JMI Equity Fund IV, L.P. ("Fund IV") owns 6,030 shares of Common Stock, 313,170 Series A Shares, 499,649 Series B Shares and 123,215 Series C Shares, JMI Euro Equity Fund IV, L.P. ("Euro Fund") owns 1,926 shares of Common Stock, 100,000 Series A Shares, 159,545 Series B Shares and 39,344 Series C Shares and JMI Equity Fund IV (AI), L.P. ("Fund IV (AI)" and together with Fund IV and Euro Fund, collectively the "Equity IV Funds") owns 478 shares of Common Stock, 24,800 Series A Shares, 39,567 Series B Shares and 9,757 Series C Shares. (Continued to footnote 7)
- (6)
- (7) JMI Associates IV, L.L.C. is the general partner of the Equity IV Funds and for Section 13(d) purposes may be deemed to be the beneficial owner of the shares held by the Equity IV Funds. JMI Associates IV, L.L.C. disclaims Section 16 beneficial ownership of the shares of Common Stock, Series A Shares, Series B Shares and Series C Shares held by the Equity IV Funds (collectively, the "Equity IV Fund Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Equity IV Fund Shares, except to the extent of its pecuniary interest, if any, in the Equity IV Fund Shares by virtue of its general partner interest in the Equity IV Funds.
- As of the date hereof, JMI Equity Side Fund, L.P. ("Equity Side Fund") owns 150 shares of Common Stock, 7,800 Series A Shares, 12,445 Series B Shares and 3,069 Series C Shares. JMI Equity Side Associates, L.L.C. is the general partner of Equity Side Fund and for Section 13(d) purposes may be deemed to be the beneficial owner of the shares held by the Equity Side Fund. JMI Equity Side Associates, L.L.C. disclaims Section 16 beneficial ownership of the shares of Common Stock, Series A Shares, Series B Shares and Series C Shares held by the Equity Side Fund (collectively, the "Equity Side Fund Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Equity Side Fund Shares.
- (8)
- (9) Charles E. Noell III and Paul V. Barber, each a managing member of JMI Associates V, L.L.C. and JMI Associates IV, L.L.C., and each an officer of JMI Equity Side Associates, L.L.C., serve as the representatives of JMI Associates V, L.L.C., JMI Associates IV, L.L.C., JMI Equity Side Associates, L.L.C. and Equity V Funds, Equity IV Funds and Equity Side Fund on the Issuer's board of directors.

 $\hat{A}$ **Remarks:**

This report shall not be deemed an admission by any of the reporting persons that they are or are not the subject of the report.

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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