

ServiceNow, Inc.
Form 4
July 05, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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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SEC 1474
(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	995,200

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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<u>Signature of Reporting Person</u>	Date
/s/ Douglas Leone, Director of SC US GF V Holdings, Ltd.	07/05/2012
<u>Signature of Reporting Person</u>	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
<u>Signature of Reporting Person</u>	Date
/s/ Douglas Leone, a Managing Director of SC GF V TT, Ltd	07/05/2012
<u>Signature of Reporting Person</u>	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
<u>Signature of Reporting Person</u>	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
<u>Signature of Reporting Person</u>	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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