

MOORES JOHN J
Form 4
February 15, 2013

FORM 4

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

OMB APPROVAL

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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 *
MOORES JOHN J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
111 CONGRESS AVENUE, SUITE 2600

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2012

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

(Street)

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

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

AUSTIN, TX 78701

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/13/2013		S		41,298 (1)	D	\$ 29.185 (2)
Common Stock	02/13/2013		S		100 (1)	D	\$ 29.75
					453,587 (3)	D	(4) (5) (6) (7)
					453,587 (3)	D	(4) (5) (6) (7)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORES JOHN J 111 CONGRESS AVENUE, SUITE 2600 AUSTIN, TX 78701	X	X		

Signatures

/s/John Moores 02/15/2013
 **Signature of Date
 Reporting Person

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) Represents shares of Common Stock sold by JMI Equity Side Fund, L.P. ("Equity Side Fund"). Immediately following such sale, Equity Side Fund owned an aggregate of 100,951 shares of Common Stock. Mr. Moores has a limited partnership interest in Sub Fund, L.P. ("Sub Fund"), which is a limited partner of Equity Side Fund. Mr. Moores disclaims Section 16 beneficial ownership of the shares held by Equity Side Fund and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by Equity Side Fund, except to the extent of his pecuniary interest, if any, in the shares held by Equity Side Fund by virtue of his limited partnership interest in Sub Fund.
- (2) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$28.74 to \$29.71. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (3) Represents shares directly held by Mr. Moores as a result of the receipt of his pro rata share of distributions-in-kind made on February 13, 2013 by JMI Participating Partners ("Participating Partners"), JMI Equity Fund IV Trust ("Fund IV Trust"), JMI Associates IV Trust ("GP IV Trust"), JMI Equity Fund IV (AI) Trust ("Fund IV (AI) Trust"), JMI Associates IV (AI) Trust ("GP IV (AI) Trust"), JMI Euro Equity Fund IV Trust ("Euro Fund Trust") and JMI Associates Euro IV Trust ("Euro GP Trust"), JMI Equity Fund V Trust ("Fund V Trust"), JMI Associates V Trust ("GP V Trust"), JMI Equity Fund V (AI) Trust ("Fund V (AI) Trust") and JMI Associates V (AI) Trust ("GP V (AI) Trust" and, together with Fund IV Trust, GP IV Trust, Fund IV (AI) Trust, GP IV (AI) Trust, Euro Fund Trust, Euro GP Trust and Fund V (AI) Trust, collectively, the "JMI Trusts"). Mr. Moores' receipt of the foregoing distributed shares was made for no

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consideration. (Continued in footnote 4)

- (4) Each such distribution was exempt from Section 16 of the Securities Exchange Act pursuant to Rule 16a-13.

As of the date of this report, the JMI Trusts directly hold an aggregate of 21,845,887 shares of Common Stock. The JMI Trusts are irrevocable and Mr. Moores is a beneficiary of the JMI Trusts. Mr. Moores disclaims Section 16 beneficial ownership of the shares held

(5) by the JMI Trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by the JMI Trusts, except to the extent of his pecuniary interest, if any, in the shares held by the JMI Trusts by virtue of his interest as a beneficiary of the JMI Trusts.

- As of the date of this report, JMI Services, LLC ("Services") directly holds an aggregate of 3,258,040 shares of Common Stock. JMTX Manager, Inc. is the manager of Services and Mr. Moores owns all of the membership interests in Services and all of the stock of JMTX
- (6) Manager, Inc. Mr. Moores 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 such shares held by Services, except to the extent of his pecuniary interest in the shares, if any, held by Services by virtue of his membership interest in Services and his equity interest in JMTX Manager, Inc.

- As of the date of this report, two family trusts of which Mr. Moores is one of two co-trustees directly hold an aggregate of 1,824,944 shares of Common Stock. The two family trusts are irrevocable and Mr. Moores is one of two co-trustees and of such Trusts. Investment
- (7) decisions by such trusts are made by unanimous vote of the co-trustees. Mr. Moores disclaims Section 16 beneficial ownership of the shares held by such trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by such trusts, except to the extent of his pecuniary interest, if any, in the shares held by such trusts by virtue of his position as a co-trustee of such trusts.

- (8) Charles E. Noell, III and Paul V. Barber, each a co-trustee of the JMI Trusts, each serve as the representatives of John J. Moores 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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