MOORES JOHN J
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 MOORES JOHN J

(Last) (First) (Middle)

111 CONGRESS AVENUE, SUITE 2600

(Street)

AUSTIN,Â TXÂ 78701

(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

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 footnote (4) (5) (12)
Common Stock	8,434	I	See footnote (6) (7) (12)
Common Stock	150	I	See footnote (8) (12)
Common Stock	7,846	I	See footnote (9) (10) (12)
Common Stock	3,819	I	See footnote (11) (12)

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 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 A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	10,000,000	$ (1)	I	See footnote (4) (5) (12)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	3,503,760	$ (1)	I	See footnote (6) (7) (12)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	62,400	$ (1)	I	See footnote (8) (12)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	3,260,000	$ (1)	I	See footnote (9) (10) (12)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,586,920	$ (1)	I	See footnote (11) (12)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	15,954,544	$ (2)	I	See footnote (4) (5) (12)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	5,590,088	$ (2)	I	See footnote (6) (7) (12)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	99,560	$ (2)	I	See footnote (8) (12)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	5,201,184	$ (2)	I	See footnote (9) (10) (12)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	2,531,856	$ (2)	I	See footnote (11) (12)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	3,934,424	$ (3)	I	See footnote (4) (5) (12)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	1,378,528	$ (3)	I	See footnote (6) (7) (12)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	24,552	$ (3)	I	See footnote (8) (12)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	1,282,624	$ (3)	I	See footnote (9) (10) (12)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	149,664	$ (3)	I	See footnote (11) (12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MOORES JOHN J
111 CONGRESS AVENUE, SUITE 2600 Â X Â X Â Â
AUSTIN,Â TXÂ 78701

Signatures

/s/ John J. Moores 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. Mr. Moores is a limited partner in Fund V and a co-trustee and settlor of various family trusts that involve certain immediate family members (collectively, the "Trusts"), (Continued in footnote 5)

(5) (Continued from footnote 4) each a limited partner of Fund V (AI). Mr. Moores 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 his pecuniary interest, if any, in the Equity V Fund Shares by virtue of his limited partnership interest in Fund V and his position as a co-trustee of the Trusts. Investment decisions by each of the Trusts are made by a majority vote of the co-trustees and the Trusts are irrevocable.

(6) 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 in footnote 7)

(7) (Continued from footnote 6) Mr. Moores is a limited partner in Fund IV and a co-trustee and settlor of each of the Trusts, each a partner of Fund IV(AI). Mr. Moores 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 his pecuniary interest, if any, in the Equity IV Fund Shares by virtue of his limited partnership interest in Fund IV and his position as a co-trustee of the Trusts. Investment decisions by each of the Trusts are made by a majority vote of the co-trustees and the Trusts are irrevocable.

(8) 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. 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 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, except to the extent of his pecuniary interest, if any, in the Equity Side Fund Shares by virtue of his limited partnership interest in Sub Fund.

(9) As of the date hereof, JMI Participating Partners ("Participating Partners") owns 7,846 shares of Common Stock, 407,500 Series A Shares, 650,148 Series B Shares and 160,328 Series C Shares. Mr. Moores is a member of El Camino Advisors, LLC, the managing general partner of Participating Partners and a co-trustee and settlor of the Trusts, each a partner of Participating Partners. Mr. Moores disclaims Section 16 beneficial ownership of the shares of Common Stock, Series A Shares, Series B Shares and Series C Shares held by Participating Partners (collectively, the "Participating Partners Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Participating Partners Shares, except to the extent of his pecuniary interest, if any, in the Participating Partner Shares by virtue of his partnership interest in Participating Partners and his position as a co-trustee of the Trusts (Continued in footnote 10).

(10) (Continued from footnote 9) Investment decisions by each of the Trusts are made by a majority vote of the co-trustees and the Trusts are irrevocable.

(11) As of the date hereof, JMI Services, LLC ("Services") owns 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 Mr. Moores owns all of the membership interest in Services and all of the stock of in JMTX Manager, Inc. Mr. Moores disclaims Section 16 beneficial ownership of the shares of Common Stock, Series A Shares, Series B Shares and Series C Shares held by Services (collectively, the "Services Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Services Shares, except to the extent of his pecuniary interest in the Services Shares by virtue of his membership interest in Services and his equity interest in JMTX Manager, Inc.

(12) Charles E. Noell III, a managing member of JMI Associates V, L.L.C. and JMI Associates IV, L.L.C, an officer of JMI Equity Side Associates, L.L.C., a member of El Camino Advisors, LLC, and director and officer of JMTX Manager, Inc., and Paul V. Barber, a managing member of JMI Associates V, L.L.C. and JMI Associates IV, L.L.C and an officer of JMI Equity Side Associates, L.L.C., 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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Explanation of Responses: