

ServiceNow, Inc.
Form 4
August 22, 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 *
LEONE DOUGLAS M

(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)
08/20/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (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 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	08/20/2013		J ⁽²⁾	164,313 A	① 488,938	I	By Trust ⁽²⁾
Common Stock	08/20/2013		J ⁽³⁾	176,681 A	① 514,213	I	By Family Partnership ⁽³⁾
Common Stock	08/20/2013		J ⁽¹⁾	168,751 D	① 168,749	I	By SC US GF V Holdings, Ltd. ⁽⁴⁾
Common Stock	08/20/2013		J ⁽¹⁾	5,737,063 D	① 5,737,063	I	By Sequoia Capital U.S. Growth

Common Stock	08/20/2013	J ⁽¹⁾	249,023	D	Ⓛ	249,023	I	Fund IV, LP ⁽⁵⁾ By Sequoia Capital USGF Principals Fund IV, LP ⁽⁵⁾
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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 Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEONE DOUGLAS M 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		

Signatures

/s/ Douglas Leone
08/22/2013

**Signature of Reporting Person

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) Represents a pro rata in-kind distribution of Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.

Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distributions described in footnote (1) above as follows: (i) 62,974 shares from Sequoia Capital USGF Principals Fund IV, L.P., (ii) 1,316 shares from Sequoia Capital USGF

- (2) Principals Fund V, L.P. and (iii) 100,023 shares from Sequoia Capital US Growth Fund IV, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for the purposes of Section 16 or for any other purpose.

Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distributions described in footnote (1) above as follows: (i) 170,824 shares from Sequoia Capital US Growth Fund IV, L.P., and (ii) 5,857 shares from Sequoia Capital US

- (3) Growth Fund V L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for the purposes of Section 16 or for any other purpose.

Douglas Leone is a managing director of SC GF V TT, Ltd. ("SCGF V") and a director of SC US GF V Holdings 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

- (4) USGF Principals Fund V, L.P. together own 100% of the outstanding ordinary shares of SC US GF V Holdings, Ltd. By virtue of these relationships, Mr. Leone may be deemed to share voting and dispositive power with respect to the shares held by SC US GF V Holdings, Ltd. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his 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.

Douglas Leone is a managing director of SCGF GenPar, Ltd. ("SCGF GenPar"). 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. By virtue of these relationships, Mr. Leone may be deemed to share voting and dispositive power

- (5) with respect to the shares held by Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his 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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