

GRUNER HARRY
Form 3
November 21, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

GRUNER HARRY

(Last) (First) (Middle)

100 INTERNATIONAL DRIVE,
SUITE 19100

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/21/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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

22,811,786

D (1) (2) (5) A

Common Stock

7,992,703

D (3) (4) (5) A

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

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRUNER HARRY
100 INTERNATIONAL DRIVE, SUITE 19100 Â Â X Â Â
BALTIMORE,Â MDÂ 21202

Signatures

/s/ Harry S.
Gruner 11/21/2012

__Signature of Date
Reporting Person

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).

Represents (i) 17,250,310 shares of the Issuer's common stock ("Common Stock") contributed by JMI Equity Fund V, L.P. ("Fund V") to JMI Equity Fund V Trust ("Fund V Trust") and 4,312,577 shares of Common Stock contributed by Fund V to JMI Associates V Trust ("GP V Trust") on November 21, 2012, and (ii) 999,119 shares of Common Stock contributed by JMI Equity Fund V (AI), L.P. ("Fund V (AI)") to JMI Equity Fund V (AI) Trust ("Fund V (AI) Trust") and 249,780 shares of Common Stock contributed by Fund V (AI) to JMI Associates V (AI) Trust ("GP V (AI) Trust") and, together with Fund V Trust, GP V Trust and Fund V (AI) Trust, collectively, the "JMI V Trusts") on November 21, 2012. Each such contribution described herein was made for no consideration, and was made simultaneously with each of the other contributions described in this footnote and footnote (3)(4). (Continued in footnote 2)

(2) Harry S. Gruner is the sole trustee of the JMI V Trusts. Mr. Gruner disclaims Section 16 beneficial ownership of the shares of Common Stock held by the JMI V Trusts (collectively, the "JMI V Trusts Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such JMI V Trusts Shares, except to the extent of his pecuniary interest, if any, in the JMI V Trusts Shares.

(3) Represents (i) 4,572,146 shares of Common Stock contributed by JMI Equity Fund IV, L.P. ("Fund IV") to JMI Equity Fund IV Trust ("Fund IV Trust") and 1,143,036 shares of Common Stock contributed by Fund IV to JMI Associates IV Trust ("GP IV Trust") on November 21, 2012, (ii) 1,459,951 shares of Common Stock contributed by JMI Euro Equity Fund IV, L.P. ("Euro Fund") to JMI Euro Equity Fund IV Trust ("Euro Fund Trust") and 364,988 shares of Common Stock contributed by Euro Fund to JMI Associates Euro IV Trust ("Euro GP Trust") on November 21, 2012, and (iii) 362,066 shares of Common Stock contributed by JMI Equity Fund IV (AI), L.P. ("Fund IV (AI)") to JMI Equity Fund IV (AI) Trust ("Fund IV (AI) Trust") and 90,516 shares of Common Stock contributed by Fund IV (AI) to JMI Associates IV (AI) Trust ("GP IV (AI) Trust") and, together with Fund IV Trust, GP IV Trust, Euro Fund Trust, (Continued in footnote 4)

(4) Euro GP Trust and Fund IV (AI) Trust, collectively, the "JMI IV Trusts") on November 21, 2012. Each such contribution described herein was made for no consideration, and was made simultaneously with each of the other contributions described in this footnote and footnote (1)(2). Harry S. Gruner is the sole trustee of the JMI IV Trusts. Mr. Gruner disclaims Section 16 beneficial ownership of the shares of Common Stock held by the JMI IV Trusts (collectively, the "JMI IV Trusts Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such JMI IV Trusts Shares, except to the extent of his pecuniary interest, if any, in the JMI IV Trusts Shares.

(5) In connection with the Issuer's public offering pursuant to the registration statement on Form S-1 (No. 333-184674) (the "Follow-on Offering"), each of the JMI V Trusts, the JMI IV Trusts and their trustee have entered into the lock-up agreements with Morgan Stanley & Co. LLC restricting their ability to sell or otherwise dispose of their shares of Common Stock for a period ending 90 days after the date of the prospectus for the Follow-on Offering, as described in further detail in such prospectus.

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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