

ServiceNow, Inc.
Form 4
November 20, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
El Camino Advisors, LLC

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)
11/20/2012

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

(Street)
AUSTIN, TX 78701

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

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 | 11/20/2012 | | S | 2,315,009 (1) D | \$ 26.88 7,436,645 (3) | I | See footnote (3) (5) |
| Common Stock | 11/20/2012 | | S | 1,014,219 (2) D | \$ 26.88 3,258,040 (4) | I | See footnote (4) (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: ServiceNow, Inc. - Form 4

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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| El Camino Advisors, LLC 111 CONGRESS AVENUE, SUITE 2600 AUSTIN, TX 78701 | X | X | | |
| JMI Participating Partners 111 CONGRESS AVENUE, SUITE 2600 AUSTIN, TX 78701 | X | X | | |
| JMI Services, LLC 111 CONGRESS AVENUE, SUITE 2600 AUSTIN, TX 78701 | X | X | | |
| JMTX Manager, Inc. 111 CONGRESS AVENUE, SUITE 2600 AUSTIN, TX 78701 | X | X | | |

Signatures

/s/ Bryant W. Burke,
Attorney-in-Fact

11/20/2012

**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) In connection with the Issuer's public offering pursuant to a registration statement on Form S-1 (No. 333-184674) (the "Follow-on Offering"), JMI Participating Partners ("Participating Partners") sold 2,315,009 shares of the Issuer's common stock ("Common Stock") pursuant to an underwriting agreement, dated November 14, 2012 by and among the Issuer, the underwriters and the selling stockholders party thereto (the "Underwriting Agreement").

Edgar Filing: ServiceNow, Inc. - Form 4

- (2) In connection with the Follow-on Offering, JMI Services, LLC ("Services") sold 1,014,219 shares of Common Stock pursuant to the Underwriting Agreement.

- Immediately following the consummation of the Follow-on Offering, Participating Partners owns an aggregate of 7,436,645 shares of Common Stock. El Camino Advisors, LLC is the managing general partner of Participating Partners and for Section 13(d) purposes may be deemed to be the beneficial owner of the shares held by Participating Partners. El Camino Advisors, LLC disclaims Section 16 beneficial ownership of the shares held by Participating Partners and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by Participating Partners.

- Immediately following the consummation of the Follow-on Offering, Services owns an aggregate of 3,258,040 shares of Common Stock. JMTX Manager, Inc. is the manager of Services and owns 1% of the equity interest in Services and for Section 13(d) purposes may be deemed to be the beneficial owner of the shares held by Services. JMTX Manager, Inc. 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 the shares held by Services, except to the extent of its pecuniary interest, if any, in the shares held by Services by virtue of its membership and equity interest in Services.

- (5) Charles E. Noell, III, a member of El Camino Advisors, LLC, and director and officer of JMTX Manager, Inc., serves as the representative of El Camino Advisors, LLC, Participating Partners, JMTX Manager, Inc. and Services 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.