

ServiceNow, Inc.
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)

<p>1. Name and Address of Reporting Person *</p> <p>SCGF GENPAR LTD</p> <p>(Last) (First) (Middle)</p> <p>3000 SAND HILL ROAD, 4-250</p> <p>(Street)</p> <p>MENLO PARK, CA 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/28/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ServiceNow, Inc. [NOW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	18,452	I	By Sequoia Capital U.S. Growth Fund IV, LP ⁽¹⁾
Common Stock	812	I	By Sequoia Capital USGF Principals Fund IV, LP ⁽¹⁾
Common Stock	337,500	I	By SC US GF V Holdings, Ltd. ⁽²⁾

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)

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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 D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	22,929,800 (4)	\$ (3)	I	By Sequoia Capital U.S. Growth Fund IV, LP (1)
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	995,280 (4)	\$ (3)	I	By Sequoia Capital USGF Principals Fund IV, LP (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCGF GENPAR LTD 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	Â	Â X	Â	Â
SCGF IV MANAGEMENT LP 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	Â	Â X	Â	Â
SEQUOIA CAPITAL US GROWTH FUND IV LP 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	Â	Â X	Â	Â
SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	Â	Â X	Â	Â
SC US GF V Holdings, Ltd. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA	Â	Â X	Â	Â
SCGF V Management, L.P. 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025	Â	Â X	Â	Â
	Â	Â X	Â	Â

SC GF V TT, Ltd.
 3000 SAND HILL ROAD
 4-250
 MENLO PARK, CA 94025

SEQUOIA CAPITAL U.S. GROWTH FUND V, L.P.
 3000 SAND HILL ROAD
 4-250
 MENLO PARK, CA 94025

^ ^ X ^ ^

SEQUOIA CAPITAL USGF PRINCIPALS FUND V, L.P.
 3000 SAND HILL ROAD
 4-250
 MENLO PARK, CA 94025

^ ^ X ^ ^

Signatures

/s/ Douglas Leone, a Managing Director of SCGF GenPar Ltd	06/28/2012
__Signature of Reporting Person	Date
/s/ Douglas Leone, a Managing Director of SCGF GenPar Ltd, the General Partner of SCGF IV Management, L.P.	06/28/2012
__Signature of Reporting Person	Date
/s/ Douglas Leone, a Managing Director of SCGF GenPar Ltd, the General Partner of SCGF IV Management, L.P., the General Partner of Sequoia Capital U.S. Growth Fund IV, L.P.	06/28/2012
__Signature of Reporting Person	Date
/s/ Douglas Leone, a Managing Director of SCGF GenPar Ltd, the General Partner of SCGF IV Management, L.P., the General Partner of Sequoia Capital USGF Principals Fund IV, L.P.	06/28/2012
__Signature of Reporting Person	Date
/s/ Douglas Leone, Director of SC US GF V Holdings, Ltd.	06/28/2012
__Signature of Reporting Person	Date
/s/ Douglas Leone, a Managing Director of SC GF V TT, Ltd., the General Partner of SCGF V Management, L.P.	06/28/2012
__Signature of Reporting Person	Date
/s/ Douglas Leone, a Managing Director of SC GF V TT, Ltd., the General Partner of SCGF V Management, L.P., the General Partner of Sequoia Capital US Growth Fund V, L.P.	06/28/2012
__Signature of Reporting Person	Date
/s/ Douglas Leone, a Managing Director of SC GF V TT, Ltd., the General Partner of SCGF V Management, L.P., the General Partner of Sequoia Capital USGF Principals Fund V, L.P.	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) SCGF GenPar, Ltd. ("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. As a result, SCGF

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GenPar and SCGF IV Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of its 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.

- (2) SC GF V TT, 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 USGF Principals Fund V, L.P. together own 100% of the outstanding ordinary shares of SC US GF V Holdings, Ltd. As a result, Sequoia Capital US Growth Fund V, L.P., Sequoia Capital USGF Principals Fund V, L.P., SCGF V and SCGF V Management may be deemed to share voting and dispositive power with respect to the shares held by SC US GF V Holdings, Ltd. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of its 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.
- (3) Each share Series D Convertible Preferred Stock is convertible into eight shares of common stock upon the completion of the Issuer's initial public offering and has no expiration date.
- (4) Represents the number of shares of common stock issuable upon conversion of the Series D Convertible Preferred Stock on the terms specified in footnote (3).

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.