

MOORES JOHN J
Form 4
July 06, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
MOORES JOHN J

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)
07/05/2012

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

(Street)

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

AUSTIN, TX 78701

(City) (State) (Zip)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/05/2012 | | C | | 29,888,968 ⁽¹⁾ | A | \$ 0 | 29,913,036 | I | See footnotes (3) (4) (11) |
| Common Stock | 07/05/2012 | | C | | 10,472,376 ⁽¹⁾ | A | \$ 0 | 10,480,810 | I | See footnotes (5) (6) (11) |
| Common Stock | 07/05/2012 | | C | | 186,512 ⁽¹⁾ | A | \$ 0 | 186,662 | I | See footnotes (7) (11) |
| Common Stock | 07/05/2012 | | C | | 9,743,808 ⁽¹⁾ | A | \$ 0 | 9,751,654 | I | See footnotes |

Edgar Filing: MOORES JOHN J - Form 4

| | | | | | | | | | |
|--------------|------------|--|---|------------------|---|------|-----------|---|----------------------------|
| | | | | | | | | | (8) (9) (11) |
| Common Stock | 07/05/2012 | | C | 4,268,440 (1) | A | \$ 0 | 4,272,259 | I | See footnotes (10) (11) |

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)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series A Convertible Preferred Stock | (2) | 07/05/2012 | | C | 10,000,000 | (2) (2) | Common Stock 10,000,000 |
| Series A Convertible Preferred Stock | (2) | 07/05/2012 | | C | 3,503,760 | (2) (2) | Common Stock 3,503,760 |
| Series A Convertible Preferred Stock | (2) | 07/05/2012 | | C | 62,400 | (2) (2) | Common Stock 62,400 |
| Series A Convertible Preferred Stock | (2) | 07/05/2012 | | C | 3,260,000 | (2) (2) | Common Stock 3,260,000 |
| Series A Convertible Preferred Stock | (2) | 07/05/2012 | | C | 1,586,920 | (2) (2) | Common Stock 1,586,920 |
| Series B Convertible Preferred Stock | (2) | 07/05/2012 | | C | 15,954,544 | (2) (2) | Common Stock 15,954,544 |

| | | | | | | | | |
|---|-----|------------|---|-----------|-----|-----|-----------------|------|
| Series B Convertible Preferred Stock | (2) | 07/05/2012 | C | 5,590,088 | (2) | (2) | Common Stock | 5,59 |
| Series B Convertible Preferred Stock | (2) | 07/05/2012 | C | 99,560 | (2) | (2) | Common Stock | 99, |
| Series B Convertible Preferred Stock | (2) | 07/05/2012 | C | 5,201,184 | (2) | (2) | Common Stock | 5,20 |
| Series B Convertible Preferred Stock | (2) | 07/05/2012 | C | 2,531,856 | (2) | (2) | Common Stock | 2,53 |
| Series C Convertible Preferred Stock | (2) | 07/05/2012 | C | 3,934,424 | (2) | (2) | Common Stock | 3,93 |
| Series C Convertible Preferred Stock | (2) | 07/05/2012 | C | 1,378,528 | (2) | (2) | Common Stock | 1,37 |
| Series C Convertible Preferred Stock | (2) | 07/05/2012 | C | 24,552 | (2) | (2) | Common Stock | 24, |
| Series C Convertible Preferred Stock | (2) | 07/05/2012 | C | 1,282,624 | (2) | (2) | Common Stock | 1,28 |
| Series C Convertible Preferred Stock | (2) | 07/05/2012 | C | 149,664 | (2) | (2) | Common Stock | 149 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORES JOHN J 111 CONGRESS AVENUE, SUITE 2600 AUSTIN, TX 78701 | X | X | | |

Signatures

/s/ John J.
Moores

07/05/2012

**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) The total represents shares received upon conversion of shares of the Issuer's Series A Convertible Preferred Stock (the "Series A Shares"), Series B Convertible Preferred Stock (the "Series B Shares") and Series C Convertible Preferred Stock (the "Series C Shares" and together with the Series A Shares and Series B Shares, collectively, the "Preferred Shares").

(2) Effective upon the closing of the Issuer's initial public offering of its common stock, each Preferred Share automatically converted into eight shares of Common Stock as shown in column 7. The Preferred Shares had no expiration date.

(3) As of the date hereof, JMI Equity Fund V, L.P. ("Fund V") owns an aggregate of 28,275,358 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering, Fund V owned 22,750 shares of Common Stock, 1,181,565 Series A Shares, 1,885,133 Series B Shares and 464,878 Series C Shares. As of the date hereof, JMI Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds") owns an aggregate of 1,637,678 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering Fund V (AI) owned 1,318 shares of Common Stock, 68,435 Series A Shares, 109,185 Series B Shares and 26,925 Series C Shares. (Continued to footnote 4)

(4) Mr. Moores is a limited partner in Fund V and a co-trustee and settlor of various family trusts that include certain immediate family members (collectively, the "Trusts"), each a limited partner of Fund V (AI). Mr. Moores disclaims Section 16 beneficial ownership of the shares held by the Equity V Funds and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by the Equity V Funds, except to the extent of his pecuniary interest, if any, in the shares held by the Equity V Funds 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.

(5) As of the date hereof, JMI Equity Fund IV, L.P. ("Fund IV") owns an aggregate of 7,494,302 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering Fund IV owned 6,030 shares of Common Stock, 313,170 Series A Shares, 499,649 Series B Shares and 123,215 Series C Shares. As of the date hereof, JMI Euro Equity Fund IV, L.P. ("Euro Fund") owns an aggregate of 2,393,038 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering Euro Fund owned 1,926 shares of Common Stock, 100,000 Series A Shares, 159,545 Series B Shares and 39,344 Series C Shares. As of the date hereof, JMI Equity Fund IV (AI), L.P. ("Fund IV (AI)" and together with Fund IV and Euro Fund, collectively the "Equity IV Funds") owns an aggregate of 593,470 shares of Common Stock after conversion of the Preferred Shares. (Continued to footnote 6)

(6) Prior to the Issuer's initial public offering Fund IV (AI) owned 478 shares of Common Stock, 24,800 Series A Shares, 39,567 Series B Shares and 9,757 Series C Shares. 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 held by the Equity IV Funds and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by the Equity IV Funds, except to the extent of his pecuniary interest, if any, in the shares held by the Equity IV Funds by virtue of his limited partnership interest in Fund IV and his position as a 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

(7) As of the date hereof, JMI Equity Side Fund, L.P. ("Equity Side Fund") owns an aggregate of 186,662 shares of Common Stock upon conversion of the Preferred Shares. Prior to the Issuer's initial public offering Equity Side Fund owned 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 held by the Equity Side Fund and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares of held by the Equity Side Fund, except to the extent of his pecuniary interest, if any, in the shares of held by the Equity Side Fund by virtue of his limited partnership interest in Sub Fund.

(8) As of the date hereof, JMI Participating Partners ("Participating Partners") owns an aggregate of 9,751,654 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering, Participating Partners owned 7,846 shares of Common Stock, 407,500 Series A Shares, 650,148 Series B Shares and 160,328 Series C Shares. (Continued to footnote 9)

(9) Mr. Moores is a member of El Camino Advisors, LLC, the managing general partner of Participating Partners and a co-trustee and settlor of each of the Trusts, each a partner of Participating Partners. Mr. Moores 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

Edgar Filing: MOORES JOHN J - Form 4

shares held by Participating Partners, except to the extent of his pecuniary interest, if any, in the shares held by Participating Partners by virtue of his partnership interest in Participating Partners 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.

As of the date hereof, JMI Services, LLC ("Services") owns an aggregate of 4,272,259 shares of Common Stock after conversion of the Preferred Shares. Prior to the Issuer's initial public offering, Services owned 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 interests in Services and all of the stock of JMTX Manager, Inc. Mr. Moores 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 such shares held by Services, except to the extent of his pecuniary interest in the shares held by Services by virtue of his membership interest in Services and his equity interest in JMTX Manager, Inc.

- (10)

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.

- (11)

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.