

MOORES JOHN J
Form 4
July 02, 2012

FORM 4

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

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

OMB APPROVAL

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(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)
06/28/2012

☒ 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 (1)	(A) or (D) Price		
Common Stock	05/11/2012		X	474,696 (1)	D \$ 1,024,591.56	474,696 (1)	D (1)

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Am Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Call Option (obligation to sell)	\$ 1,024,591.56	05/11/2012		X	474,696 (1)	07/01/2010	12/31/2020	Series C Convertible Preferred Stock
Director Stock Option (right to buy)	\$ 18	06/28/2012		A	0 (4) (5)	(2)	06/27/2022	Common Stock
Director Stock Option (right to buy)	\$ 18	06/28/2012		A	0 (6) (7)	(3)	06/27/2022	Common Stock

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

07/02/2012

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 of common stock to be received upon conversion of shares of the Issuer's Series C Convertible Preferred Stock (the "Series C Shares") underlying the option granted in July 2010 to Mr. Noell by the reporting person. Effective upon the closing of the Issuer's initial public offering of its common stock, each Series C Share will automatically convert into eight shares of Common Stock as shown in column 5.

(2) Represents a stock option granted to Charles E. Noell III (the "Noell Option") which vests as to 1/3rd of the total number of shares on June 28, 2013 and thereafter vests as to an additional 1/3rd of the total number of shares on each of the second and third anniversary of June 28, 2012.

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- (3) Represents a stock option granted to Paul V. Barber (the "Barber Option") which vests as to 1/3rd of the total number of shares on June 28, 2013 and thereafter vests as to an additional 1/3rd of the total number of shares on each of the second and third anniversary of June 28, 2012.

- (4) Certain of the proceeds from the future sale of the shares of common stock issuable upon exercise of the Noell Option (the "Noell Option Shares") will be delivered to JMI Associates V, L.L.C., the general partner of JMI Equity Fund V, L.P. ("Fund V") and JMI Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds"), pursuant to a contractual obligation of Mr. Noell to assign any compensation received for service as a director on the board of directors of the Issuer (the "Board of Directors"), to offset the management fees of the Equity V Funds. (Continue on footnote 5)

- (5) (Continued from Footnote 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. Noell serves as the representative of JMI Associates V, L.L.C., the Equity V Funds and Mr. Moores on the Board of Directors. Mr. Moores disclaims Section 16 beneficial ownership of the Noell Option Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of the Noell Option Shares, except to the extent of its pecuniary interest, if any, in the Noell Option Shares 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.

- (6) The proceeds from the future sale of the shares of common stock issuable upon exercise of the Barber Option (the "Barber Option Shares") will be delivered to JMI Associates V, L.L.C., the general partner of JMI Equity Fund V, L.P. ("Fund V") and JMI Equity Fund V (AI), L.P. ("Fund V (AI)" and together with Fund V, collectively the "Equity V Funds"), pursuant to a contractual obligation of Mr. Barber to assign any compensation received for service as a director on Board of Directors, to offset the management fees of the Equity V Funds. Mr. Moores is a limited partner in Fund V and a co-trustee and settlor of the Trusts, each a limited partner of Fund V (AI). (Continue on footnote 7)

- (7) (Continued from Footnote 6) Mr. Barber serves as the representative of JMI Associates V, L.L.C., the Equity V Funds, and Mr. Moores on the Board of Directors. Mr. Moores disclaims Section 16 beneficial ownership of the Barber Option Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of the Barber Option Shares, except to the extent of its pecuniary interest, if any, in the Barber Option Shares 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.

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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