

ServiceNow, Inc.  
Form 4/A  
February 21, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
NOELL CHARLES III

(Last) (First) (Middle)

100 INTERNATIONAL  
DRIVE, SUITE 19100

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2013

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/15/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/13/2013		S		41,298 (1)	D	
					\$ 29.185 (2)		
Common Stock	02/13/2013		S		100 (1)	D	
					\$ 29.75		
					671,611 (4) (5) (6)	(3)	D (3) (4) (5) (6)
					671,511 (4) (5) (6)	(3)	D (3) (4) (5) (6)

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

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(9-02)



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Fund IV Trust, GP IV Trust, Fund IV (AI) Trust, GP IV (AI) Trust, Euro Fund Trust, Euro GP Trust and Fund V (AI) Trust, collectively, the "JMI Trusts"). (Continued in footnote 4)

- (4) Mr. Noell's receipt of the foregoing distributed shares was made for no consideration. Each such distribution was exempt from Section 16 of the Securities Exchange Act pursuant to Rule 16a-13.

As of February 15, 2013, the JMI Trusts directly held an aggregate of 21,845,887 shares of Common Stock. The JMI Trusts are irrevocable and Mr. Noell is a co-trustee of the JMI Trusts (other than for Euro Fund Trust) and a beneficiary of the JMI Trusts. Mr.

- (5) Noell disclaims Section 16 beneficial ownership of the shares held by the JMI Trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by the JMI Trusts, except to the extent of his pecuniary interest, if any, in the shares held by the JMI Trusts by virtue of his position as a co-trustee of the JMI Trusts (other than for Euro Fund Trust) and a beneficiary of the JMI Trusts.

As of February 15, 2013, six family trusts for which Mr. Noell may be deemed to control investment decisions (the "Family Trusts") directly held an aggregate of 79,305 shares of Common Stock that such Family Trusts received in connection with the distributions

- (6) described in footnotes (3) and (4). Such receipt was made for no consideration, and each such distribution was exempt from Section 16 of the Securities Exchange Act pursuant to Rule 16a-13. The Family Trusts are irrevocable, and one or more beneficiaries of such trusts is an immediate family member of Mr. Noell. Mr. Noell disclaims Section 16 beneficial ownership of the shares held by such trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by such trusts, except to the extent of his pecuniary interest, if any, in the shares held by such trusts by virtue of his position with such trusts.

### Remarks:

This report amends and restates in its entirety the report previously filed by the reporting person on the date set forth above.

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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