

Barber Paul V
Form 4/A
February 21, 2013

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 *
Barber Paul V

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)
100 INTERNATIONAL DRIVE,
SUITE 19100

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BALTIMORE, MD 21202

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/13/2013		S	41,298 (1) D 29.185 (2)	\$ 306,730 (3) (4) (5)	D (3) (4) (5)	
Common Stock	02/13/2013		S	100 (1) D \$ 29.75	306,630 (3) (4) (5)	D (3) (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: Barber Paul V - Form 4/A

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 Following Reporting Transaction (Instr. 6)
				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
Barber Paul V 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202	X			

Signatures

/s/ Paul V. Barber
02/21/2013

**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) Represents shares of Common Stock sold by JMI Equity Side Fund, L.P. ("Equity Side Fund"). Immediately following such sale, Equity Side Fund owned an aggregate of 100,951 shares of Common Stock. Mr. Barber is an officer of JMI Equity Side Associates, L.L.C., the general partner of Equity Side Fund. Mr. Barber is a limited partner of Equity Side Fund. Mr. Barber disclaims Section 16 beneficial ownership of the shares 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 held by the Equity Side Fund, except to the extent of his pecuniary interest, if any, in the shares held by the Equity Side Fund by virtue of his limited partnership interest in Equity Side Fund.
- (2) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$28.74 to \$29.71. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (3) Represents shares directly held by Mr. Barber as a result of the receipt of his pro rata share of distributions-in-kind made on February 13, 2013 by JMI Equity Fund IV Trust ("Fund IV Trust"), JMI Associates IV Trust ("GP IV Trust"), JMI Equity Fund IV (AI) Trust ("Fund IV (AI) Trust"), JMI Associates IV (AI) Trust ("GP IV (AI) Trust"), JMI Euro Equity Fund IV Trust ("Euro Fund Trust") and JMI Associates Euro IV Trust ("Euro GP Trust"), JMI Equity Fund V Trust ("Fund V Trust"), JMI Associates V Trust ("GP V Trust"), JMI Equity Fund V (AI) Trust ("Fund V (AI) Trust") and JMI Associates V (AI) Trust ("GP V (AI) Trust" and, together with 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

Edgar Filing: Barber Paul V - Form 4/A

Trusts"). Mr. Barber'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. Barber is a co-trustee of the JMI Trusts (other than for Euro Fund Trust) and a beneficiary of the JMI Trusts. Mr. Barber 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.
- (4)

- As of February 15, 2013, two family trusts for which Mr. Barber may be deemed to control investment decisions (the "Family Trusts") directly held an aggregate of 57,748 shares of Common Stock that such Family Trusts received in connection with the distributions described in footnote (3). 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. Barber. Mr. Barber 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.
- (5)

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.

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.