

LUDDY FREDERIC B
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>LUDDY FREDERIC B</p> <p>(Last) (First) (Middle)</p> <p>C/O SERVICENOW, INC., 12225 EL CAMINO REAL, SUITE 100</p> <p>(Street)</p> <p>SAN DIEGO, CA 92130</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 checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CHIEF PRODUCT OFFICER</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 checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

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 | 13,371,152 | D | by Luddy Family 2011 Dynasty Trust, dated October 14, 2011 |
| Common Stock | 1,500,000 | I | |

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 | | | |
| Employee Stock Option (Right to Buy) | Â (1)(2) | 09/08/2019 | Common Stock | 240,000 | \$ 0.3438 | D | Â |
| Restricted Stock Units | Â (3) | 03/20/2022 | Common Stock | 1,000,000 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LUDDY FREDERIC B C/O SERVICENOW, INC. 12225 EL CAMINO REAL, SUITE 100 SAN DIEGO, CA 92130 | Â X | Â X | Â CHIEF PRODUCT OFFICER | Â |

Signatures

/s/ Frederic B. Luddy by Ethan Christensen,
Attorney-in-Fact

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) Immediately exercisable.
- (2) The stock option grant vested as to 1/48th of the total number of shares on August 1, 2009 and thereafter shall vest as to 1/48th of the total number of shares in equal monthly installments.
- (3) The restricted stock units vest as to 1/4th of the total shares on March 1, 2013 and thereafter shall vest as to 1/4th of the total number of shares in equal annual installments.
- (4) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement.

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Remarks:

ExhibitÂ ListÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.