

ServiceNow, Inc.
Form SC 13G/A
February 12, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)**

(Amendment No. 1)

SERVICENOW, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

81762P102

(CUSIP Number)

12/31/13

Edgar Filing: ServiceNow, Inc. - Form SC 13G/A
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

Page 1 of 16 Pages

NAME OF REPORTING PERSON

SEQUOIA CAPITAL U.S. GROWTH FUND IV, L.P. (SCGF IV)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0589567

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%
12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL USGF PRINCIPALS FUND IV, L.P. (SCGF IV PF)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0619227

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%
12 TYPE OF REPORTING PERSON

PN

CUSIP No. 81762P102

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1 NAME OF REPORTING PERSON

SCGF IV MANAGEMENT, L.P. (SCGF IV MGMT)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0589559

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%
12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SCGF GENPAR, LTD. (SCGF GP)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0603717

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%
12 TYPE OF REPORTING PERSON

OO

NAME OF REPORTING PERSON

SC US GF V HOLDINGS, LTD. (SCGF V HOLD)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1019224

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%
12 TYPE OF REPORTING PERSON

OO

NAME OF REPORTING PERSON

SEQUOIA CAPITAL U.S. GROWTH FUND V, L.P. (SCGF V)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1017204

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%
12 TYPE OF REPORTING PERSON

PN

NAME OF REPORTING PERSON

SEQUOIA CAPITAL USGF PRINCIPALS FUND V, L.P. (SCGF V PF)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1017231

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%
12 TYPE OF REPORTING PERSON

PN

NAME OF REPORTING PERSON

SCGF V MANAGEMENT, L.P. (SCGF V MGMT)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1017014

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%
12 TYPE OF REPORTING PERSON

PN

NAME OF REPORTING PERSON

SC GF V TT, LTD. (SC GF V TT)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1016997

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%
12 TYPE OF REPORTING PERSON

OO

ITEM 1.

(a) Name of Issuer: ServiceNow, Inc.

(b) Address of Issuer's Principal Executive Offices:
3260 Jay Street

Santa Clara, CA 95054

ITEM 2.

(a) Name of Persons Filing:

Sequoia Capital U.S. Growth Fund IV, L.P.

Sequoia Capital USGF Principals Fund IV, L.P.

SCGF IV Management, L.P.

SCGF GenPar, Ltd.

SC US GF V Holdings, Ltd.

Sequoia Capital U.S. Growth Fund V, L.P.

Sequoia Capital USGF Principals Fund V, L.P.

SCGF V Management, L.P.

SC GF V TT, Ltd.

SCGF IV MGMT is the General Partner of each of SCGF IV and SCGF IV PF. SCGF GP is the General Partner of SCGF IV MGMT. SC GF V TT is the General Partner of SCGF V MGMT. SCGF V MGMT is the General Partner of each of SCGF V and SCGF V PF. SCGF V and SCGF V PF together own 100% of the outstanding ordinary shares of SCGF V HOLD.

(b) Address of Principal Business Office or, if none, Residence:

3000 Sand Hill Road, 4-250

Menlo Park, CA 94025

Citizenship:

SCGF IV MGMT, SCGF IV, SCGF IV PF, SCGF GP, SC GF V TT, SCGF V MGMT, SCGF V HOLD, SCGF V, SCGF V PF: Cayman Islands

(c) Title of Class of Securities: Common Stock

(d) CUSIP Number: 81762P102

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. x

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON
NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
NOT APPLICABLE

ITEM 10. CERTIFICATION
NOT APPLICABLE

CUSIP No. 81762P102

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2014

Sequoia Capital U.S. Growth Fund IV, L.P.
Sequoia Capital USGF Principals Fund IV, L.P.

By: SCGF IV Management, L.P.
General Partner of each

By: SCGF GenPar, Ltd.

its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF IV Management, L.P.

By: SCGF GenPar, Ltd.

its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF GenPar, Ltd.

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC US GF V Holdings, Ltd.

By: Sequoia Capital U.S. Growth Fund V, L.P.
Sequoia Capital USGF Principals Fund V, L.P.
its Members

By: SCGF V Management, L.P.
General Partner of each

By: SC GF V TT, Ltd.

its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

CUSIP No. 81762P102

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Sequoia Capital U.S. Growth Fund V, L.P.
Sequoia Capital USGF Principals Fund V, L.P.

By: SCGF V Management, L.P.
General Partner of each

By: SC GF V TT, Ltd.

its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF V Management, L.P.

By: SC GF V TT, Ltd.

its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC GF V TT, Ltd.

By: /s/ Douglas Leone
Douglas Leone, Managing Director

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to the common stock of ServiceNow, Inc., and any further amendments thereto, to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 12, 2014

Sequoia Capital U.S. Growth Fund IV, L.P.
Sequoia Capital USGF Principals Fund IV,
L.P.

By: SCGF IV Management, L.P.
General Partner of each

By: SCGF GenPar, Ltd.

its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF IV Management, L.P.

By: SCGF GenPar, Ltd.

its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF GenPar, Ltd.

By: /s/ Douglas Leone
Douglas Leone, Managing Director

CUSIP No. 81762P102

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SC US GF V Holdings, Ltd.

By: Sequoia Capital U.S. Growth Fund V, L.P.
Sequoia Capital USGF Principals Fund V, L.P.

its Members

By: SCGF V Management, L.P.
General Partner of each

By: SC GF V TT, Ltd.

its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

Sequoia Capital U.S. Growth Fund V, L.P.
Sequoia Capital USGF Principals Fund V, L.P.

By: SCGF V Management, L.P.
General Partner of each

By: SC GF V TT, Ltd.

its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF V Management, L.P.

By: SC GF V TT, Ltd.

its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC GF V TT, Ltd.

By: /s/ Douglas Leone
Douglas Leone, Managing Director