

ServiceNow, Inc.  
Form 4  
May 10, 2016

**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 \*  
Schneider David

(Last) (First) (Middle)

C/O SERVICENOW, INC., 2225  
LAWSON LANE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/06/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Revenue Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------|------------|---------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                | (A) or (D) | Price                     |                                                                                               |                                                          |                                                       |
| Common Stock                    | 05/06/2016                           |                                                    | M                              |                                                                   | 24,632                | A          | \$ 0                      | 46,484                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/06/2016                           |                                                    | M                              |                                                                   | 6,250                 | A          | \$ 0                      | 52,734                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/06/2016                           |                                                    | F <sup>(1)</sup>               |                                                                   | 17,032                | D          | \$ 0                      | 35,702                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/09/2016                           |                                                    | S <sup>(2)</sup>               |                                                                   | 10,947 <sup>(3)</sup> | D          | \$ 67.8126 <sup>(4)</sup> | 24,755                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/09/2016                           |                                                    | S <sup>(2)</sup>               |                                                                   | 100                   | D          | \$ 68.13                  | 24,655                                                                                        | D                                                        |                                                       |

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|                 |     |   |                                            |
|-----------------|-----|---|--------------------------------------------|
| Common<br>Stock | 190 | I | By<br>Schneider<br>2001<br>Living<br>Trust |
|-----------------|-----|---|--------------------------------------------|

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)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. I. De<br>Sec<br>(In |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                  | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (5)                                                                   | 05/06/2016                              |                                                             | M                                       |                                                                                                              | 24,632                                                         |     | (6)                                                                 | (6)                | Common<br>Stock        | 24,632                              |
| Restricted<br>Stock<br>Units                        | (5)                                                                   | 05/06/2016                              |                                                             | M                                       |                                                                                                              | 6,250                                                          |     | (7)                                                                 | (7)                | Common<br>Stock        | 6,250                               |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships                                                 |
|--------------------------------------------------------------------------------------|---------------------------------------------------------------|
| Schneider David<br>C/O SERVICENOW, INC.<br>2225 LAWSON LANE<br>SANTA CLARA, CA 95054 | Director 10% Owner Officer Other<br><br>Chief Revenue Officer |

## Signatures

/s/ David Schneider by Matthew Kelly,  
Attorney-in-Fact

05/10/2016

\_\_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 relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's payment of federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs, in accordance with Rule 16b-3.
- (2) This transaction, as reported on this Form 4, was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (3) Represents the aggregate of sales effected on the same day at different prices pursuant to the 10b5-1 trading plan noted in footnote (1).  
Represents the weighted average sales price per share. The shares sold at prices ranging from \$67.13 to \$68.12 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.  
The restricted stock units were granted upon achievement of certain performance objectives pursuant to the performance-based restricted stock units granted February 7, 2014 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units was January 1, 2014 until December 31, 2014, with vesting subject to approval of the performance calculation by the Issuer's Compensation Committee. This approval was obtained on January 27, 2015. As a result, 25% of the restricted stock units will vest on each of February 7, 2016, May 7, 2016, August 7, 2016 and November 7, 2016.
- (5) The restricted stock units vest quarterly in eight equal installments beginning August 7, 2015. Shares of the Issuer's common stock will be delivered to the reporting person upon vesting.

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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