

Donahoe John J
 Form 4
 November 19, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Donahoe John J

(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)

11/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

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 | (A) or (D) | Price | |
| Common Stock | 11/16/2018 | | M | | 33,464 | A | \$ 0 92,425 | D |
| Common Stock | 11/16/2018 | | F | | 16,592 (1) | D | \$ 0 75,833 | D |
| Common Stock | 11/16/2018 | | M | | 8,360 | A | \$ 0 84,193 | D |
| Common Stock | 11/16/2018 | | F | | 4,145 (1) | D | \$ 0 80,048 | D |
| Common Stock | 11/16/2018 | | M | | 1,395 | A | \$ 0 81,443 | D |

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Common Stock 11/16/2018 F 692 ⁽¹⁾ D \$ 0 80,751 D

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

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | <u>(2)</u> | 11/16/2018 | | M | 33,464 | <u>(3)</u> <u>(3)</u> | Common Stock | 33,464 |
| Restricted Stock Units | <u>(2)</u> | 11/16/2018 | | M | 8,360 | <u>(4)</u> <u>(4)</u> | Common Stock | 8,360 |
| Restricted Stock Units | <u>(2)</u> | 11/16/2018 | | M | 1,395 | <u>(5)</u> <u>(5)</u> | Common Stock | 1,395 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Donahoe John J C/O SERVICENOW, INC. 2225 LAWSON LANE SANTA CLARA, CA 95054 | X | | President and CEO | |

Signatures

/s/ John J. Donahoe by Derk Lupinek,
Attorney-in-Fact

11/19/2018

__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) 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 March 6, 2017 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units
(3) was January 1, 2017 until December 31, 2017, with vesting subject to approval of the performance calculation by the Issuer's Compensation Committee. This approval was obtained on January 29, 2018. As a result, 25% of the restricted stock units will vest on each of August 17, 2018, November 17, 2018, February 17, 2019 and May 17, 2019.

(4) The restricted stock units vest as to 1/5 of the total shares on February 17, 2018 and thereafter shall vest in 16 equal quarterly installments commencing on May 17, 2018.

(5) The restricted stock units vest quarterly in eight equal installments, with the first vest occurring May 17, 2017, and subject to the continued employment of the Reporting Person on each vesting date.

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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