

Desai Chirantan Jitendra
 Form 4
 February 20, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Desai Chirantan Jitendra

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)
 C/O SERVICENOW, INC., 2225
 LAWSON LANE

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

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

Chief Product Officer

(Street)
 SANTA CLARA, CA 95054

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

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

(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) | Price | | |
| Common Stock | 02/15/2019 | | M | 9,375 A | \$ 0 30,215 | D | |
| Common Stock | 02/15/2019 | | F | 4,649 (1) D | \$ 0 25,566 | D | |
| Common Stock | 02/15/2019 | | M | 2,957 A | \$ 0 28,523 | D | |
| Common Stock | 02/15/2019 | | F | 1,467 (1) D | \$ 0 27,056 | D | |
| Common Stock | 02/15/2019 | | M | 10,684 A | \$ 0 37,740 | D | |

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| | | | | | | | |
|--------------|------------|------------------|---------------------|---|-----------|--------|---|
| Common Stock | 02/15/2019 | F | 5,298 <u>(1)</u> | D | \$ 0 | 32,442 | D |
| Common Stock | 02/19/2019 | S ⁽²⁾ | 6,962 | D | \$ 233.49 | 25,480 | D |

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(3)</u> | 02/15/2019 | | M | 9,375 | <u>(4)</u> <u>(4)</u> | Common Stock | 9,375 |
| Restricted Stock Units | <u>(3)</u> | 02/15/2019 | | M | 2,957 | <u>(5)</u> <u>(5)</u> | Common Stock | 2,957 |
| Restricted Stock Units | <u>(3)</u> | 02/15/2019 | | M | 10,684 | <u>(6)</u> <u>(6)</u> | Common Stock | 10,684 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Desai Chirantan Jitendra C/O SERVICENOW, INC. 2225 LAWSON LANE SANTA CLARA, CA 95054 | | | Chief Product Officer | |

Signatures

/s/ Chirantan Jitendra Desai by Derk Lupinek,
Attorney-in-Fact

02/20/2019

__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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (3) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (4) The restricted stock units vest as to 1/4 of the total shares on February 17, 2018 and thereafter shall vest as to 1/16th of the total number of shares in equal quarterly installments.

The restricted stock units were granted upon achievement of certain performance objectives pursuant to the performance-based restricted stock units granted February 17, 2017 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units 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.
- (6) The restricted stock units were granted upon achievement of certain performance objectives pursuant to the performance-based restricted stock units granted November 17, 2017 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units 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.

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.