

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>McGee Daniel</u> (Last) (First) (Middle) <u>C/O SERVICENOW, INC.</u> <u>3260 JAY STREET</u> (Street) <u>SANTA CLARA CA</u> <u>95054</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ServiceNow, Inc. [NOW]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u></div> 6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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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	02/05/2016		M ⁽¹⁾		24,632	A	\$0	60,343 ⁽²⁾	D	
Common Stock	02/05/2016		M ⁽³⁾		6,250	A	\$0	66,593	D	
Common Stock	02/05/2016		M ⁽⁴⁾		25,000	A	\$0	91,593	D	
Common Stock	02/05/2016		F		26,462 ⁽⁵⁾	D	\$52.31	65,131	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	⁽⁶⁾	02/05/2016		M		24,632	⁽⁷⁾	⁽⁷⁾	Common Stock	24,632	\$0	73,896	D	
Restricted Stock Units	⁽⁶⁾	02/05/2016		M		6,250	⁽⁸⁾	⁽⁸⁾	Common Stock	6,250	\$0	31,250	D	
Restricted Stock Units	⁽⁶⁾	02/05/2016		M		25,000	⁽⁹⁾	⁽⁹⁾	Common Stock	25,000	\$0	25,000	D	

Explanation of Responses:

1. Vesting of RSUs granted to the Reporting Person on February 7, 2014.
2. Includes 220 shares acquired under the Issuer's Employee Stock Purchase Plan on January 29, 2016.
3. Vesting of RSUs granted to the Reporting Person on August 7, 2014.
4. Vesting of RSUs granted to the Reporting Person on March 21, 2012.
5. 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.
6. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
7. 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.
8. 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.
9. The restricted stock units vest as to 1/4th of the total shares on February 7, 2014 and thereafter shall vest as to 1/4th of the total number of shares in equal annual installments.

Remarks:

/s/ Daniel R. McGee by Robert Specker, Attorney-in-Fact

02/09/2016

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

