

☐ 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

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

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| OMB APPROVAL                                 |           |
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| 1. Name and Address of Reporting Person*<br><u>Scarpelli Michael</u><br><br>(Last) (First) (Middle)<br><u>C/O SERVICENOW, INC.</u><br><u>2225 LAWSON LANE</u><br><br>(Street)<br><u>SANTA CLARA CA</u> <u>95054</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ServiceNow, Inc. [ NOW ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/26/2016</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>CHIEF FINANCIAL OFFICER</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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 |   |  |   |

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 |  |  |   |  |
| <u>Restricted Stock Units</u>              | <u>(1)</u>   | <u>01/26/2016</u>                    |  | <u>A</u>                       | <u>32,352</u>  |   | <u>(2)</u>   | <u>05/07/2017</u> <sup>(2)</sup> | <u>Common Stock</u>   | <u>32,352</u>              | <u>\$0</u>                                 | <u>32,352</u>  | <u>D</u>  |  |

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
2. The restricted stock units were granted upon achievement of certain performance objectives pursuant to the performance-based restricted stock units granted February 7, 2015 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units was January 1, 2015 until December 31, 2015, with vesting subject to approval of the performance calculation by the Issuer's Compensation Committee. This approval was obtained on January 26, 2016. As a result, 25% of the restricted stock units will vest on each of August 7, 2016, November 7, 2016, February 7, 2017 and May 7, 2017.

Remarks:

/s/ Michael P. Scarpelli by  
Matthew Kelly, Attorney-in-  
Fact 01/28/2016

\*\* 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.

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