

☐ 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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>McDermott William R</u> (Last) (First) (Middle) <u>C/O SERVICENOW, INC.</u> <u>2225 LAWSON LANE</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2024		M		3,196	A	\$0	14,303	D	
Common Stock	02/15/2024		F		1,585 ⁽¹⁾	D	\$780	12,718	D	
Common Stock								30,489	I	by Trust

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	02/15/2024		A		15,586		(3)	(3)	Common Stock	15,586	\$0	15,586	D	
Restricted Stock Units	(2)	02/15/2024		M			3,196	(4)	(4)	Common Stock	3,196	\$0	9,589	D	

Explanation of Responses:

1. Represents shares relinquished by the Reporting Person 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.
3. 3.33% of the shares subject to the restricted stock units will vest on each of May 7, 2024, and August 7, 2024, 3.34% of the shares subject to the restricted stock units will vest on November 7, 2024, and the remaining 90% of the shares subject to the restricted stock units will vest quarterly beginning on February 7, 2025, and subject to the reporting person's continued service to the Issuer on each vesting date.
4. The restricted stock units vest as to one-fifth (1/5th) of the total shares on November 15, 2020 and thereafter shall vest in 16 equal quarterly installments commencing on February 15, 2021, subject to the continued employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting. For additional details about vesting conditions, please refer to the employment agreement between the Issuer and the Reporting Person.

Remarks:

/s/ William R. McDermott by
Russell S. Elmer, Attorney-in-Fact 02/20/2024

** 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.