

☐ 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
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1. Name and Address of Reporting Person* <u>Mastantuono Gina</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/22/2024</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 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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>01/22/2024</u>		<u>A</u>		<u>65</u>		<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>65</u>	<u>\$0</u>	<u>3,725</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>01/22/2024</u>		<u>A</u>		<u>22,207</u>		<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>22,207</u>	<u>\$0</u>	<u>22,207</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. Additional shares scheduled to vest on February 7, 2024, pursuant to the terms of the performance-based restricted stock units ("RSUs") granted February 8, 2021, based on the Issuer's total shareholder return relative to the S&P 500 for the three years ended December 31, 2023, as determined by the Compensation Committee on January 22, 2024.
3. Acquired upon achievement of certain performance criteria pursuant to the performance-based RSUs granted February 15, 2023, as determined by the Compensation Committee on January 22, 2024. Shares subject to the RSUs will vest as follows: 30% on February 17, 2024, 15% on each of August 17, 2024 and February 17, 2025, 20% on August 17, 2025, and 20% on February 17, 2026, with such final vesting subject to adjustment based on the Issuer's total shareholder return relative to the S&P 500 for the three years ended December 31, 2025. Such vestings are subject to the reporting person's continued service to the Issuer on each vesting date.

Remarks:

/s/ Gina Mastantuono by  
Russell S. Elmer, Attorney-in- 01/24/2024  
Fact

\*\* 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.