

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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|---|--|---|
| 1. Name and Address of Reporting Person* <u>LUDDY FREDERIC B</u> (Last) (First) (Middle) <u>C/O SERVICENOW, INC.</u> <u>4810 EASTGATE MALL</u> (Street) <u>SAN DIEGO</u> <u>CA</u> <u>92121</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ServiceNow, Inc.</u> [<u>NOW</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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>CHIEF PRODUCT OFFICER</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 | | | |
| Common Stock | 02/16/2016 | | S ⁽¹⁾ | | 22,818 ⁽²⁾ | D | \$50.4791 ⁽³⁾ | 4,053,770 | I | by Frederic B. Luddy Family Trust |
| Common Stock | 02/16/2016 | | S ⁽¹⁾ | | 43,852 ⁽²⁾ | D | \$51.358 ⁽⁴⁾ | 4,009,918 | I | by Frederic B. Luddy Family Trust |
| Common Stock | 02/16/2016 | | S ⁽¹⁾ | | 8,330 ⁽²⁾ | D | \$52.1122 ⁽⁵⁾ | 4,001,588 | I | by Frederic B. Luddy Family Trust |
| Common Stock | 02/16/2016 | | S ⁽¹⁾ | | 700 ⁽²⁾ | D | \$50.8629 ⁽⁶⁾ | 19,300 | I | by Spouse |
| Common Stock | 02/16/2016 | | S ⁽¹⁾ | | 300 ⁽²⁾ | D | \$51.5233 ⁽⁷⁾ | 19,000 | I | by Spouse |
| Common Stock | 02/17/2016 | | S ⁽¹⁾ | | 8,300 ⁽²⁾ | D | \$53.2423 ⁽⁸⁾ | 3,993,288 | I | by Frederic B. Luddy Family Trust |
| Common Stock | 02/17/2016 | | S ⁽¹⁾ | | 21,047 ⁽²⁾ | D | \$53.9276 ⁽⁹⁾ | 3,972,241 | I | by Frederic B. Luddy Family Trust |
| Common Stock | 02/17/2016 | | S ⁽¹⁾ | | 45,253 ⁽²⁾ | D | \$55.0493 ⁽¹⁰⁾ | 3,926,988 | I | by Frederic B. Luddy Family Trust |

| 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 | 02/17/2016 | | s ⁽¹⁾ | | 400 ⁽²⁾ | D | \$55.5125 ⁽¹¹⁾ | 3,926,588 | I | by Frederic B. Luddy Family Trust |
| Common Stock | | | | | | | | 19,994 | D | |
| Common Stock | | | | | | | | 695,000 | I | by Luddy Family Dynasty Trust LLC |
| Common Stock | | | | | | | | 26,000 | I | by Spouse's 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 | | | | |

Explanation of Responses:

- The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- Represents the aggregate of sales effected on the same day at different prices pursuant to the 10b5-1 trading plan noted in footnote (1).
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$49.98 to \$50.96 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$50.98 to \$51.96 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$51.99 to \$52.26 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$50.29 to \$51.27 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$51.30 to \$51.85 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$52.49 to \$53.48 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$53.49 to \$54.48 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$54.50 to \$55.49 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$55.51 to \$55.53 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

Remarks:

/s/ Frederic B. Luddy by
Matthew Kelly, Attorney-in-Fact

02/18/2016

** 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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