

☐ 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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1. Name and Address of Reporting Person* <u>McDermott William R</u>	2. Issuer Name and Ticker or Trading Symbol <u>ServiceNow, Inc.</u> [NOW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div> <input checked="" type="checkbox"/> Director <div>10% Owner</div> </div> <div> <input checked="" type="checkbox"/> Officer (give title below) <div>Other (specify below)</div> </div> <div>Chairman & CEO</div>
<div> (Last) (First) (Middle) </div> <u>C/O SERVICENOW, INC.</u> <u>2225 LAWSON LANE</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2024</u>	
<div> (Street) </div> <u>SANTA CLARA CA</u> <div> (Zip) </div> <u>95054</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div> <input checked="" type="checkbox"/> Form filed by One Reporting Person </div> <div> <input type="checkbox"/> Form filed by More than One Reporting Person </div>
<div> (City) (State) (Zip) </div>	Rule 10b5-1(c) Transaction Indication <div> <input checked="" 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. </div>	

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	02/16/2024		M		17,379	A	\$0	30,097	D	
Common Stock	02/16/2024		F		8,617 ⁽¹⁾	D	\$765	21,480	D	
Common Stock	02/16/2024		M		612	A	\$0	22,092	D	
Common Stock	02/16/2024		F		304 ⁽¹⁾	D	\$765	21,788	D	
Common Stock	02/16/2024		M		832	A	\$0	22,620	D	
Common Stock	02/16/2024		F		413 ⁽¹⁾	D	\$765	22,207	D	
Common Stock	02/20/2024		S ⁽²⁾		5,030	D	\$753.08	17,177	D	
Common Stock	02/20/2024		S ⁽²⁾		500 ⁽³⁾	D	\$739.01 ⁽⁴⁾	29,989	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		1,840 ⁽³⁾	D	\$740.26 ⁽⁵⁾	28,149	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		1,800 ⁽³⁾	D	\$741.313 ⁽⁶⁾	26,349	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		2,032 ⁽³⁾	D	\$742.561 ⁽⁷⁾	24,317	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		1,812 ⁽³⁾	D	\$743.469 ⁽⁸⁾	22,505	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		2,705 ⁽³⁾	D	\$744.455 ⁽⁹⁾	19,800	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		2,200 ⁽³⁾	D	\$745.419 ⁽¹⁰⁾	17,600	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		3,468 ⁽³⁾	D	\$746.498 ⁽¹¹⁾	14,132	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		4,074 ⁽³⁾	D	\$747.726 ⁽¹²⁾	10,058	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		1,800 ⁽³⁾	D	\$748.968 ⁽¹³⁾	8,258	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		2,450 ⁽³⁾	D	\$750.057 ⁽¹⁴⁾	5,808	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		2,933 ⁽³⁾	D	\$751.059 ⁽¹⁵⁾	2,875	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		1,718 ⁽³⁾	D	\$752.035 ⁽¹⁶⁾	1,157	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		218 ⁽³⁾	D	\$752.754 ⁽¹⁷⁾	939	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		300 ⁽³⁾	D	\$754.723 ⁽¹⁸⁾	639	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		239 ⁽³⁾	D	\$757.662 ⁽¹⁹⁾	400	I	by Trust
Common Stock	02/20/2024		S ⁽²⁾		400 ⁽³⁾	D	\$759.285 ⁽²⁰⁾	0	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)
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Restricted Stock 3)	2. Conversion or Exercise Price (21)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Code (Instr. 8)	5. V Transaction Code (Instr. 8)	6. AN (Instr. 6)	7. Under Derivative Security Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	8. Date Exercisable (Month/Day/Year)	9. Expiration Date (Month/Day/Year)	10. Title and Amount of Securities Underlying Common Stock (Instr. 3 and 4)	11. Price of Derivative Security (Instr. 5)	12. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	13. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	14. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Units	(21)	02/16/2024		M			17,379	(22)(23)	(22)(23)	Common Stock	\$17,379	612		
Restricted Stock Units	(21)	02/16/2024		M			832	(25)	(25)	Common Stock	\$0	9,984	D	

Explanation of Responses:

1. Represents shares relinquished by the Reporting Person in exchange for the Issuer's common stock in accordance with Rule 16b-3.

2. The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person, Bill McDermott, on August 31, 2023. Subsequent to the transactions reported on this Form 4, Mr. McDermott retains a large equity stake in ServiceNow, including 17,177 vested shares and over 100,000 vested but unexercised options. Mr. McDermott also has approximately 32,000 additional shares scheduled to vest by year end.

3. Represents the aggregate of sales effected on the same day at different prices.

4. Represents the weighted average sales price per share. The shares sold at prices ranging from \$738.80 to \$739.32 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.

5. Represents the weighted average sales price per share. The shares sold at prices ranging from \$739.85 to \$740.80 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.

6. Represents the weighted average sales price per share. The shares sold at prices ranging from \$740.90 to \$741.86 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.

7. Represents the weighted average sales price per share. The shares sold at prices ranging from \$741.98 to \$742.97 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.

8. Represents the weighted average sales price per share. The shares sold at prices ranging from \$742.98 to \$743.85 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.

9. Represents the weighted average sales price per share. The shares sold at prices ranging from \$743.98 to \$744.96 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.

10. Represents the weighted average sales price per share. The shares sold at prices ranging from \$744.99 to \$745.81 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.

11. Represents the weighted average sales price per share. The shares sold at prices ranging from \$746.03 to \$747.01 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.

12. Represents the weighted average sales price per share. The shares sold at prices ranging from \$747.26 to \$748.21 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.

13. Represents the weighted average sales price per share. The shares sold at prices ranging from \$748.52 to \$749.48 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.

14. Represents the weighted average sales price per share. The shares sold at prices ranging from \$749.58 to \$750.48 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.

15. Represents the weighted average sales price per share. The shares sold at prices ranging from \$750.64 to \$751.62 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.

16. Represents the weighted average sales price per share. The shares sold at prices ranging from \$751.65 to \$752.62 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.

17. Represents the weighted average sales price per share. The shares sold at prices ranging from \$752.74 to \$752.77 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.

18. Represents the weighted average sales price per share. The shares sold at prices ranging from \$754.17 to \$755.00 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.

19. Represents the weighted average sales price per share. The shares sold at prices ranging from \$757.66 to \$757.67 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.

20. Represents the weighted average sales price per share. The shares sold at prices ranging from \$759.28 to \$759.29 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.

21. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

22. 30% of the shares subject to the restricted stock units will vest on February 17, 2024, 15% of the shares subject to the restricted stock units will vest on each of August 17, 2024 and February 17, 2025, 20% of the shares subject to the restricted stock units will vest on August 17, 2025, and the final vest on February 17, 2026 of 20% of the shares subject to the restricted stock units is subject to adjustment based on the Issuer's 3-year relative total stockholder return performance against the S&P 500 index for the period from January 1, 2023 to December 31, 2025, subject to the reporting person's continued service to the Issuer on each vesting date.

23. Acquired upon achievement of certain performance criteria pursuant to the performance-based restricted stock units granted February 15, 2023 under the Issuer's 2021 Equity Incentive Plan. The performance period for the restricted stock units was January 1, 2023 until December 31, 2023, with achievement of the applicable performance criteria subject to determination by the Issuer's Compensation Committee. This determination was obtained on January 22, 2024.

24. The restricted stock units vest as to 1/16th of the total shares quarterly, with the first vesting occurring on May 17, 2020, and subject to the continued employment of the Reporting Person as CEO on each vesting date.

25. The restricted stock units vest as to 1/16th of the total shares quarterly, with the first vesting occurring on May 17, 2023, and subject to the Reporting Person's continued service to the Issuer on each vesting date.

Remarks:

/s/ William R. McDermott by
Russell S. Elmer, Attorney-in- Fact 02/21/2024

** 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.