

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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1. Name and Address of Reporting Person * <u>LUDDY FREDERIC B</u> <hr/> (Last) (First) (Middle) <u>C/O SERVICENOW, INC.</u> <u>2225 LAWSON LANE</u> <hr/> (Street) <u>SANTA CLARA CA</u> <u>95054</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>ServiceNow, Inc. [NOW]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2016</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below)		
			6. Individual or Joint/Group Filing (Check Applicable Line) X 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	11/07/2016		M		32,842	A	\$0	34,429	D	
Common Stock	11/07/2016		M		10,110	A	\$0	44,539	D	
Common Stock	11/07/2016		F ⁽¹⁾		22,413	D	\$0	22,126	D	
Common Stock								2,726,588	I	by Frederic B. Luddy Family Trust
Common Stock								560,000	I	by Luddy Family Dynasty Trust LLC
Common Stock								14,500	I	by Spouse
Common Stock								18,500	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	11/07/2016		M		32,842	(3)	11/07/2016	Common Stock	32,842	\$0	0	D	
Restricted Stock Units	(2)	11/07/2016		M		10,110	(4)	05/07/2017	Common Stock	10,110	\$0	20,220	D	

Explanation of Responses:

- Represents shares relinquished by the Reporting Person and cancelled by the Issuer 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.
- Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- The restricted stock units were granted upon achievement of certain performance objectives pursuant to the performance-based restricted stock units granted February 7, 2014 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units was January 1, 2014 until December 31, 2014, with vesting subject to approval of the performance calculation by the Issuer's Compensation Committee. This approval was obtained on January 27, 2015. As a result, 25% of the restricted stock units will vest on each of February 7, 2016, May 7, 2016, August 7, 2016 and November 7, 2016.

4. 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:

<u>/s/ Frederic B. Luddy by</u> <u>Matthew Kelly, Attorney-in-</u> <u>Fact</u>	<u>11/09/2016</u>
** 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.