

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Bedi Christopher</u> (Last) (First) (Middle) <u>C/O SERVICENOW, INC.</u> <u>2225 LAWSON LANE</u> (Street) <u>SANTA CLARA CA 95054</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>01/25/2022</u> | 3. Issuer Name and Ticker or Trading Symbol <u>ServiceNow, Inc. [NOW]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below)</div> <div><u>Chief Information Officer</u></div> | 5. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/04/2022</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 Beneficially Owned | | | |
|--------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common Stock | 12,261 | D | |

| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | |
|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | (1) | 10/07/2025 | Common Stock | 8,000 | 74.97 | D | |
| Restricted Stock Units | (2) | (2) | Common Stock | 785 | (3) | D | |
| Restricted Stock Units | (4) | (4) | Common Stock | 786 | (3) | D | |
| Restricted Stock Units | (5) | (5) | Common Stock | 1,548 | (3) | D | |
| Restricted Stock Units | (6) | (6) | Common Stock | 6,264 | (3) | D | |
| Restricted Stock Units | (7) | (7) | Common Stock | 1,370 | (3) | D | |
| Restricted Stock Units | (8)(9) | (8)(9) | Common Stock | 10,978 | (3) | D | |

Explanation of Responses:

1. This stock option grant is fully vested.

2. The restricted stock units vest as to 1/16th of the total shares quarterly, with the first vesting occurring on May 12, 2019, and subject to the continued service of the Reporting Person on each vesting date.

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

4. Acquired upon achievement of certain performance criteria pursuant to the performance-based restricted stock units granted February 12, 2019 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units was January 1, 2019 until December 31, 2019, with achievement of the applicable performance criteria subject to determination by the Issuer's Compensation Committee. This determination was obtained on January 27, 2020. As a result, 33.3% of the shares subject to the restricted stock units vested on February 12, 2020, and 8.3% of the shares subject to the restricted stock units will vest quarterly thereafter until February 12, 2022, subject to the reporting person's continued service to the Issuer on each vesting date.

5. 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 service of the Reporting Person on each vesting date.

6. Acquired upon achievement of certain performance criteria pursuant to the performance-based restricted stock units granted February 18, 2020 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units was January 1, 2020 until December 31, 2020, with achievement of the applicable performance criteria subject to determination by the Issuer's Compensation Committee. This determination was obtained on January 26, 2021. As a result, 33.3% of the shares subject to the restricted stock units vested on February 17, 2021, and 8.3% of the shares subject to the restricted stock units will vest quarterly thereafter until February 17, 2023, subject to the reporting person's continued service to the Issuer on each vesting date.

7. The restricted stock units vest as to 1/16th of the total shares quarterly, with the first vesting occurring on May 7, 2021, and subject to the continued service of the Reporting Person on each vesting date.

8. Acquired upon achievement of certain performance criteria pursuant to the performance-based restricted stock units granted February 8, 2021 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units was January 1, 2021 until December 31, 2021, with achievement of the applicable performance criteria subject to determination by the Issuer's Compensation Committee. This determination was obtained on January 24, 2022.

9. 30% of the shares subject to the restricted stock units will vest on February 7, 2022, 15% of the shares subject to the restricted stock units will vest on each of August 7, 2022 and February 7, 2023, 20% of the shares subject to the restricted stock units will vest on August 7, 2023, and the final vest on February 7, 2024 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, 2021 to December 31, 2023, subject to the reporting person's continued service to the Issuer on each vesting date.

Remarks:

This Amendment includes the Power of Attorney as an Exhibit, which was not filed with the original Form 3. No changes are being made to the line items included in the original Form 3. EXHIBIT LIST: EX-24 C Bedi POA

/s/ Christopher Bedi by Russell S.
Elmer, Attorney-in-Fact

02/04/2022

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Gina Mastantuono and Russell S. Elmer, each of them, his/her true and lawful attorney-in-fact to:

(1) prepare and execute for and on behalf of the undersigned, in the undersigned's capacity as a representative of ServiceNow, Inc. ("**Company**"), and submit to the Securities and Exchange Commission ("**SEC**") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as a representative of the Company, any and all Form 3, 4 or 5 reports required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended ("**Exchange Act**"), and the rules thereunder with respect to transactions in securities of the Company;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 report and timely file such report with the U.S. Securities and Exchange Commission and any stock exchange or similar authority;


(4) obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party to release any such information to the attorney-in-fact; and

(5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his/her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4 or 5 reports with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 27, 2022.

Signature: 

Name: Christopher Bedi
