

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>McDermott William R</u>	2. Issuer Name and Ticker or Trading Symbol <u>ServiceNow, Inc. [NOW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input checked="" type="checkbox"/> Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below) <u>Chairman & CEO</u></div>
(Last)(First)(Middle) <u>C/O SERVICENOW, INC.</u> <u>2225 LAWSON LANE</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2024</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
(Street) <u>SANTA CLARA CA</u> <u>95054</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	
(City)(State)(Zip)	Rule 10b5-1(c) Transaction Indication <div><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.</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	02/07/2024		M		9,929	A	\$0	12,805	D	
Common Stock	02/07/2024		F		4,739 ⁽¹⁾	D	\$790.39	8,066	D	
Common Stock	02/07/2024		M		468	A	\$0	8,534	D	
Common Stock	02/07/2024		F		233 ⁽¹⁾	D	\$790.39	8,301	D	
Common Stock								30,489	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	02/07/2024		M			9,929	(3)(4)	(3)(4)	Common Stock	9,929	\$0	0	D	
Restricted Stock Units	(2)	02/07/2024		M			468	(5)	(5)	Common Stock	468	\$0	1,872	D	

Explanation of Responses:

1. Represents shares relinquished by the Reporting Person 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.
2. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
3. 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.
4. 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.
5. 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.

Remarks:

/s/ William R. McDermott by
Russell S. Elmer, Attorney-in-Fact 02/09/2024
** 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.