

Sloodman Frank
 Form 4
 February 14, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sloodman Frank

(Last) (First) (Middle)

C/O SERVICENOW, INC., 2225
 LAWSON LANE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ServiceNow, Inc. [NOW]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/12/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/12/2018		M		62,904 A \$ 0	164,680	D
Common Stock	02/12/2018		F		31,188 (1) D \$ 0	133,492	D
Common Stock	02/13/2018		S		10,207 (2) D \$ 146.2865 (3)	123,285	D
Common Stock	02/13/2018		S		19,789 (2) D \$ 147.5606 (4)	103,496	D
	02/13/2018		S			101,776	D

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- (2) Represents the aggregate of sales effected on the same day at different prices.

Represents the weighted average sales price per share. The shares sold at prices ranging from \$145.91 to \$146.87 per share. Full

- (3) 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 \$146.975 to \$147.96 per share. Full

- (4) 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 \$147.98 to \$148.32 per share. Full

- (5) 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) Each restricted stock unit represents a contingent right to receive one share of the 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 12, 2016 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units

- (7) was January 1, 2016 until December 31, 2016, with vesting subject to approval of the performance calculation by the Issuer's Compensation Committee. This approval was obtained on January 24, 2017. As a result, 25% of the restricted stock units will vest on each of August 12, 2017, November 12, 2017, February 12, 2018 and May 12, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.