

Desai Chirantan Jitendra
 Form 4
 February 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 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 *
 Desai Chirantan Jitendra

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O SERVICENOW, INC., 2225
 LAWSON LANE

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/16/2018

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

Chief Product Officer

(Street)
 SANTA CLARA, CA 95054

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 02/16/2018 | | M | | 37,500 A \$ 154.03 | 38,003 ⁽¹⁾ | D |
| Common Stock | 02/16/2018 | | F | | 17,758 ₍₂₎ D \$ 154.03 | 20,245 | D |
| Common Stock | 02/20/2018 | | S | | 19,342 ₍₃₎ D \$ 156.3758 ₍₄₎ | 903 | D |
| Common Stock | 02/20/2018 | | S | | 400 ₍₃₎ D \$ 156.8913 ₍₅₎ | 503 | D |

Edgar Filing: Desai Chirantan Jitendra - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (6) | 02/16/2018 | | M | 37,500 | (7) (7) | Common Stock | 37,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Desai Chirantan Jitendra C/O SERVICENOW, INC. 2225 LAWSON LANE SANTA CLARA, CA 95054 | Chief Product Officer |

Signatures

/s/ Chirantan Jitendra Desai by Derk Lupinek,
Attorney-in-Fact 02/21/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Includes 226 shares acquired under the Issuer's Employee Stock Purchase Plan on January 31, 2018.
- (2) 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.
- (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 \$155.895 to \$156.87 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.

Edgar Filing: Desai Chirantan Jitendra - Form 4

- Represents the weighted average sales price per share. The shares sold at prices ranging from \$156.89 to \$156.895 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 Issuer's common stock.
 - (7) The restricted stock units vest as to 1/4 of the total shares on February 17, 2018 and thereafter shall vest as to 1/16th of the total number of shares in equal quarterly installments.

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.