

ServiceNow, Inc.
Form 8-K
July 11, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
Date of report (date of earliest event reported): July 8, 2014

SERVICENOW, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation or organization) | 001-35580 (Commission File Number) | 20-2056195 (I.R.S. Employer Identification Number) |
|---|---------------------------------------|--|

3260 Jay Street
Santa Clara, California 95054
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (408) 501-8550
Not Applicable
(Former Name or Former Address, if Changed Since Last
Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Edgar Filing: ServiceNow, Inc. - Form 8-K

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 8, 2014, ServiceNow, Inc. (the “Company”) held its 2014 Annual Meeting of Stockholders (“Annual Meeting”) and the following proposals were adopted by the votes indicated:

1.Election of four Class II directors, Susan L. Bostrom, Charles H. Giancarlo, Anita M. Sands and William L. Strauss, to serve a three year term, which will expire at the 2017 Annual Meeting of Stockholders, or until such time as their respective successors have been duly elected and qualified:

| Nominees | Shares For | Shares Withheld | Broker Non-Votes |
|----------------------|-------------|-----------------|------------------|
| Susan L. Bostrom | 112,840,727 | 4,946,368 | 15,417,479 |
| Charles H. Giancarlo | 117,122,644 | 664,451 | 15,417,479 |
| Anita M. Sands | 117,468,677 | 318,418 | 15,417,479 |
| William L. Strauss | 112,628,344 | 5,158,751 | 15,417,479 |

2.Advisory vote on the frequency of future advisory votes on executive compensation:

| 1 Year | 2 Years | 3 Years | Abstain |
|-------------|-----------|-----------|---------|
| 110,272,150 | 1,485,744 | 5,394,376 | 634,825 |

In light of the advisory vote of the Company’s shareholders to hold future advisory votes on executive compensation every year, the Company has determined that it will hold future advisory votes on executive compensation every year until the next shareholder advisory vote on the frequency of advisory votes on executive compensation.

3.Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014:

| Shares For | Shares Against | Shares Abstaining |
|-------------|----------------|-------------------|
| 132,940,548 | 36,026 | 228,000 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SERVICENOW, INC.

By: /s/ Michael P. Scarpelli
Michael P. Scarpelli
Chief Financial Officer

Date: July 11, 2014