

WADORS PATRICIA L
Form 4
August 21, 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 *
WADORS PATRICIA L

(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)
08/17/2018

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)
Chief Talent Officer

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/17/2018 | | M | | 1,148 | A | \$ 0 | 1,148 | D | |
| Common Stock | 08/17/2018 | | F | | 570 ⁽¹⁾ | D | \$ 0 | 578 | D | |
| Common Stock | 08/17/2018 | | M | | 6,451 | A | \$ 0 | 7,029 | D | |
| Common Stock | 08/17/2018 | | F | | 3,199 ⁽¹⁾ | D | \$ 0 | 3,830 | D | |
| Common Stock | 08/17/2018 | | M | | 17,204 | A | \$ 0 | 21,034 | D | |

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| | | | | | | | |
|--------------|------------|---|--------------|---|--------------------|--------|---|
| Common Stock | 08/17/2018 | F | 8,530 (1) | D | \$ 0 | 12,504 | D |
| Common Stock | 08/20/2018 | S | 8,464 | D | \$ 179.6183 (2) | 4,040 | D |
| Common Stock | 08/20/2018 | S | 4,040 | D | \$ 180.5674 (3) | 0 | D |

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.

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(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. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (4) | 08/17/2018 | | M | 1,148 | (5) | (5) | Common Stock | 1,148 |
| Restricted Stock Units | (4) | 08/17/2018 | | M | 6,451 | (6) | (6) | Common Stock | 6,451 |
| Restricted Stock Units | (4) | 08/17/2018 | | M | 17,204 | (7) | (7) | Common Stock | 17,204 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WADORS PATRICIA L C/O SERVICENOW, INC. 2225 LAWSON LANE | | | Chief Talent Officer | |

SANTA CLARA, CA 95054

Signatures

/s/ Patricia L. Wadors by Derk Lupinek,
Attorney-in-Fact

08/21/2018

__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) 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.

Represents the weighted average sales price per share. The shares sold at prices ranging from \$179.145 to \$180.13 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.
- (2) Represents the weighted average sales price per share. The shares sold at prices ranging from \$180.29 to \$180.705 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.
- (3) Each restricted stock unit represents a contingent right to receive one share of 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 September 17, 2017 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units was January 1, 2017 until December 31, 2017, with vesting subject to approval of the performance calculation by the Issuer's Compensation Committee. This approval was obtained on January 29, 2018. As a result, one-third (1/3) of the restricted stock units vested on February 17, 2018, and the remaining two-thirds (2/3) of the restricted stock units will vest in equal quarterly installments over eight (8) subsequent quarters.
- (4) The restricted stock units vested as to one-twelfth (1/12th) of the total shares on November 17, 2017 and thereafter shall vest in equal quarterly installments over the next eleven (11) quarters.
- (5) Represents an award of restricted stock units ("RSUs"). One hundred percent (100%) of the total shares vested on August 17, 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.