

WADORS PATRICIA L

Form 4

February 20, 2019

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 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

OMB APPROVAL

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(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)
02/15/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Talent Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/15/2019		M	6,451 A \$ 0	6,451	D	
Common Stock	02/15/2019		F	3,199 (1) D \$ 0	3,252	D	
Common Stock	02/15/2019		M	1,148 A \$ 0	4,400	D	
Common Stock	02/15/2019		F	570 (1) D \$ 0	3,830	D	
Common Stock	02/19/2019		S	3,830 (2) D \$ 232.7729 0 (3)		D	

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(4)	02/15/2019		M		6,451		(5)	(5)	Common Stock	6,451	\$
Restricted Stock Units	(4)	02/15/2019		M		1,148		(6)	(6)	Common Stock	1,148	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WADORS PATRICIA L C/O SERVICENOW, INC. 2225 LAWSON LANE SANTA CLARA, CA 95054	Chief Talent Officer

Signatures

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

02/20/2019

**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.

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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 \$232.77 to \$232.835 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.

- (4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

- (5) 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.

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.

- (6) 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.

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

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