

ServiceNow, Inc.  
Form 5  
February 12, 2014

**FORM 5**

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

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**LUDDY FREDERIC B**

(Last) (First) (Middle)

**C/O SERVICENOW, INC., 4810 EASTGATE MALL**

(Street)

**SAN DIEGO, CA 92121**

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2013**

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 PRODUCT OFFICER**

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	11/01/2013		G <sup>(1)</sup>	5,486 D \$ 0	8,421,939	D	
Common Stock	11/25/2013		G	2,000 D \$ 0	8,419,939	D	
Common Stock	11/27/2013		G <sup>(2)</sup>	600,000 D \$ 0	7,819,939	D	
Common Stock	11/01/2013		G <sup>(1)</sup>	5,486 A \$ 0	5,486	I	by Frederic

Common Stock	11/27/2013	Â	G <sup>(2)</sup>	600,000	A	\$ 0	600,000	I	B. Luddy Family Trust <sup>(3)</sup> by Frederic B. Luddy CRT, LLC <sup>(4)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	1,115,000	I	by Luddy Family Dynasty Trust LLC
Common Stock	Â	Â	Â	Â	Â	Â	57,000	I	by Spouse
Common Stock	Â	Â	Â	Â	Â	Â	50,000	I	by Spouse's Trust

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

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**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 of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUDDY FREDERIC B C/O SERVICENOW, INC. 4810 EASTGATE MALL	Â X	Â	Â CHIEF PRODUCT OFFICER	Â

SAN DIEGO, CA 92121

## Signatures

/s/ Frederic B. Luddy by Ethan Christensen,  
Attorney-in-Fact

02/12/2014

\_\_\_\_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).

This transaction involved a gift of securities by the Reporting Person to the Frederic B. Luddy Family Trust. The Reporting Person  
(1) disclaims beneficial ownership of the shares held by the trust, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

This transaction involved a gift of securities by the Reporting Person to the Frederic B. Luddy CRT, LLC. The Reporting Person  
(2) disclaims beneficial ownership of the shares held by the LLC, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

These shares are owned by the Frederic B. Luddy Family Trust. The Reporting Person is the trustee and trustor of the trust. The Reporting  
(3) Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

The shares are owned by the Frederic B. Luddy CRT, LLC. The Reporting Person is the sole manager of the LLC. The Reporting Person  
(4) disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.