

ServiceNow, Inc.
Form 4
February 09, 2017

FORM 4

**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).

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 *
Schneider David

(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)
02/07/2017

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 REVENUE 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 (D) Price | | | |
| Common Stock | 02/07/2017 | | M | 8,088 A \$ 0 | 37,070 ⁽¹⁾ | D | |
| Common Stock | 02/07/2017 | | M | 6,250 A \$ 0 | 43,320 | D | |
| Common Stock | 02/07/2017 | | M | 18,750 A \$ 0 | 62,070 | D | |
| Common Stock | 02/07/2017 | | F ⁽²⁾ | 18,136 D \$ 0 | 43,934 | D | |
| Common Stock | | | | | 190 | I | By Schneider 2001 |

Living 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 02/07/2017 | | M | 8,088 | (4) (4) | Common Stock | 8,088 |
| Restricted Stock Units | (3) | 02/07/2017 | | M | 6,250 | (5) (5) | Common Stock | 6,250 |
| Restricted Stock Units | (3) | 02/07/2017 | | M | 18,750 | (6) (6) | Common Stock | 18,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schneider David C/O SERVICENOW, INC. 2225 LAWSON LANE SANTA CLARA, CA 95054 | | | CHIEF REVENUE OFFICER | |

Signatures

/s/ David Schneider by Matthew Kelly,
Attorney-in-Fact

02/09/2017

**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 303 shares acquired under the Issuer's Employee Stock Purchase Plan on January 31, 2017.
- (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) 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 February 7, 2015 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units

- (4) was January 1, 2015 until December 31, 2015, with vesting subject to approval of the performance calculation by the Issuer's Compensation Committee. This approval was obtained on January 26, 2016. As a result, 25% of the restricted stock units will vest on each of August 7, 2016, November 7, 2016, February 7, 2017 and May 7, 2017.
- (5) The restricted stock units vest quarterly in eight equal installments beginning August 7, 2015. Shares of the Issuer's common stock will be delivered to the reporting person upon vesting.
- (6) The restricted stock units vest as to 1/2 of the total shares on February 7, 2015 and thereafter shall vest as to 1/4th of the total number of shares in equal annual installments.

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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