

Schneider David
Form 4
February 11, 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 *
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)

02/07/2019

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)
PRESIDENT, GLOBAL CUSTOMER OPS

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/07/2019		M		20,626	A \$ 0	62,513 D
Common Stock	02/07/2019		F		10,839 (1)	D \$ 0	51,674 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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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	02/07/2019		M	20,626	(3) (3)	Common Stock	20,626

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

PRESIDENT, GLOBAL CUSTOMER OPS

Signatures

/s/ David Schneider by Derk Lupinek,
Attorney-in-Fact

02/11/2019

__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.

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

Acquired upon achievement of certain performance criteria pursuant to the performance-based restricted stock units granted February 7, 2018 under the Issuer's 2012 Equity Incentive Plan. The performance period for the restricted stock units was January 1, 2018 until

(3) December 31, 2018, with achievement of the applicable performance criteria subject to determination by the Issuer's Compensation Committee. This determination was obtained on January 28, 2019. As a result, 33.3% of the shares subject to the restricted stock units will vest on February 7, 2019, and 8.3% of the shares subject to the restricted stock units will vest quarterly thereafter until February 7, 2021.

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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