

ServiceNow, Inc.  
Form 4  
November 23, 2015

**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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Codd Ronald E F

(Last) (First) (Middle)

C/O SERVICENOW, INC., 3260  
JAY STREET

(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)  
11/19/2015

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 11/19/2015                              |                                                             | M                                    |                                                                         | 10,000                                                                                                             | A \$ 9.4                                                                | 30,531 D                                                          |
| Common<br>Stock                       | 11/19/2015                              |                                                             | M                                    |                                                                         | 5,000                                                                                                              | A \$ 36.74                                                              | 35,531 D                                                          |
| Common<br>Stock                       | 11/19/2015                              |                                                             | S                                    |                                                                         | 15,000<br>(1)                                                                                                      | D \$<br>86.2348<br>(2)                                                  | 20,531 D                                                          |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 475                                                                     | I By Codd<br>Revocable<br>Trust                                   |

# Edgar Filing: ServiceNow, Inc. - Form 4

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Director<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 9.4                                                             | 11/19/2015                              |                                                             | M                                    | 10,000                                                                                                       | <u>(3)(4)</u> 02/02/2022                                       | Common<br>Stock                                                     | 10,000                              |
| Director<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 36.74                                                           | 11/19/2015                              |                                                             | M                                    | 5,000                                                                                                        | 06/06/2014 <sup>(5)</sup> 06/06/2023                           | Common<br>Stock                                                     | 5,000                               |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |         |       |
|-------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                     | Director      | 10% Owner | Officer | Other |
| CODD RONALD E F<br>C/O SERVICENOW, INC.<br>3260 JAY STREET<br>SANTA CLARA, CA 95054 | X             |           |         |       |

## Signatures

/s/ Ronald E.F. Codd by Matthew Kelly,  
Attorney-in-Fact

11/23/2015

                     \*\*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 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 \$86.07 to \$86.37 per share. Full information

(2) 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) The stock option grant vested as to 1/48th of the total shares on March 3, 2012 and thereafter shall vest as to 1/48th of the total number of shares in equal monthly installments.

(4) Immediately exercisable.

(5) This stock option grant is fully vested.

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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