

Johnson Mark B
 Form 3
 February 16, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Johnson Mark B | | (Month/Day/Year) | NOW Inc. [DNOW] | |
| (Last) | (First) | (Middle) | 02/16/2018 | |
| 7402 NORTH ELDRIDGE PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HOUSTON,Â TXÂ 77041 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (State) | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (Zip) | | | Chief Accounting Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,308 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 02/22/2022 | Common Stock | 2,185 | \$ 35.529 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(2)</u> | 02/16/2023 | Common Stock | 2,413 | \$ 29.123 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(3)</u> | 02/26/2024 | Common Stock | 3,018 | \$ 31.433 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(4)</u> | 02/24/2022 | Common Stock | 9,500 | \$ 22.44 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(5)</u> | 02/19/2023 | Common Stock | 11,000 | \$ 13.71 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(6)</u> | 02/21/2024 | Common Stock | 13,000 | \$ 20.64 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Mark B 7402 NORTH ELDRIDGE PARKWAY HOUSTON, TX 77041 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

/s/ Raymond W. Chang as attorney-in-fact
Date: 02/16/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The option, representing a right to purchase a total of 2,185 shares, became exercisable in three equal annual installments beginning on February 21, 2013, which was the first anniversary of the date on which the option was granted.
 - (2) The option, representing a right to purchase a total of 2,413 shares, became exercisable in three equal annual installments beginning on February 15, 2014, which was the first anniversary of the date on which the option was granted.
 - (3) The option, representing a right to purchase a total of 3,018 shares, became exercisable in three equal annual installments beginning on February 25, 2015, which was the first anniversary of the date on which the option was granted.
 - (4) The option, representing a right to purchase a total of 9,500 shares, became exercisable in three equal annual installments beginning on February 24, 2016, which was the first anniversary of the date on which the option was granted.
 - (5) The option, originally representing a right to purchase a total of 16,500 shares, became exercisable in three equal annual installments beginning on February 19, 2017, which was the first anniversary of the date on which the option was granted.
 - (6) The option, representing a right to purchase a total of 13,000 shares, becomes exercisable in three equal annual installments beginning on February 21, 2018, which will be the first anniversary of the date on which the option was granted.

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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