

ServiceNow, Inc.  
Form 4  
June 10, 2016

**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 \*  
Barber Paul V

(Last) (First) (Middle)

100 INTERNATIONAL DRIVE,  
SUITE 19100

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/08/2016

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 06/08/2016                           |  | M                              | 1,930 A 1.00  | 1,930   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 694,291 (2)   | I  | See Footnote (2)                  |

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

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SEC 1474 (9-02)

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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 Unit                      | (1)  | 06/08/2016                           |  | M                              | 1,930   | (3) (3)  | Common Stock  | 1,930                         |
| Restricted Stock Unit                      | (1)  | 06/08/2016                           |  | A                              | 4,218   | (4) (4)  | Common Stock  | 4,218                         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Barber Paul V  
100 INTERNATIONAL DRIVE, SUITE 19100 X  
BALTIMORE, MD 21202

## Signatures

/s/Paul V.  
Barber 06/10/2016

\*\*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) Each restricted stock unit represents a contingent right to receive one shares of the Issuer's common stock.

Represents shares of common stock held by a revocable, living trust for which Mr. Barber is a beneficiary and for which he may be deemed to control investment decisions (the "Living Trust") and by two family trusts for which Mr. Barber may be deemed to control investment decisions (collectively, the "Family Trusts"). The Family Trusts are irrevocable, and one or more beneficiaries of such trusts is

(2) an immediate family member of Mr. Barber. Mr. Barber disclaims Section 16 beneficial ownership of the shares held by the Living Trust and the Family Trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by such trusts, except to the extent of his pecuniary interest, if any, in the shares held by such trusts by virtue of his position with such trusts.

(3) The restricted stock units vested 100% on June 8, 2016, the date of the Issuer's stockholder meeting in 2016. Shares of the Issuer's common stock were delivered to the reporting person upon vesting.

(4) The restricted stock units will vest 100% on the earlier of June 8, 2017 and the Issuer's next annual stockholder meeting. Shares of the Issuer's common stock will be delivered to the reporting person upon vesting.

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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