ServiceNow, Inc. Form 4 November 13, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* CODD RONALD E F

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

ServiceNow, Inc. [NOW]

3. Date of Earliest Transaction

(Month/Day/Year) 11/11/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O SERVICENOW, INC., 3260 **JAY STREET** 

4. If Amendment, Date Original

below)

\_X\_\_ Director

10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN DIEGO, CA 92121

| (City)                               | (State)                              | Zip) Tabl   | e I - Non-I                            | Derivative                              | Secur | ities Acquir         | ed, Disposed of,   | or Beneficiall   | y Owned   |
|--------------------------------------|--------------------------------------|---|--|---|-------|----------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>oner Dispos<br>(Instr. 3, | ed of |                      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock                      | 11/11/2014                           |   | M                                      | 5,000                                   | A     | \$ 9.4               | 22,400   | D  |   |
| Common<br>Stock                      | 11/11/2014                           |   | M                                      | 10,000                                  | A     | \$ 36.74             | 32,400   | D  |   |
| Common<br>Stock                      | 11/11/2014                           |   | S                                      | 15,000<br>(1)                           | D     | \$<br>68.0657<br>(2) | 17,400   | D  |   |
| Call Option (obligation to sell)     |                                      |   |  |   |       |                      | 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.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of or 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 o<br>Underlying Securities<br>(Instr. 3 and 4) |                                    |
|---|---|--------------------------------------|---|---|--|--|--------------------|--|------------------------------------|
|   |   |                                      |   | Code V                                  | (A) (D)  | Date Exercisable   | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Share |
| Director<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 9.4  | 11/11/2014                           |   | M                                       | 5,000  | (3)(4)   | 02/02/2022         | Common<br>Stock  | 5,000                              |
| Director<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 36.74  | 11/11/2014                           |   | M                                       | 10,000   | 06/06/2014(5)  | 06/06/2023         | Common<br>Stock  | 10,000                             |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
| r g   | Director      | 10% Owner | Officer | Other |  |  |
| CODD RONALD E F<br>C/O SERVICENOW, INC.<br>3260 JAY STREET<br>SAN DIEGO, CA 92121 | X             |           |         |       |  |  |

# **Signatures**

/s/ Ronald E.F. Codd by Ethan Christensen,
Attorney-in-Fact

11/13/2014

\*\*Signature of Reporting Person Date

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## **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 \$68.00 to \$68.35 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) Options vest 100% on June 6, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.