

Goon Fay Sien
 Form 3
 March 07, 2019

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 Goon Fay Sien | | (Month/Day/Year) | ServiceNow, Inc. [NOW] | |
| (Last) | (First) | 03/01/2019 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O SERVICENOW, INC.,Â 2225 LAWSON LANE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| SANTA CLARA,Â CAÂ 95054 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Principal Accounting Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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) |
|---------------------------------|---|--|---|

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) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|------------------------|-------|-------|--------------|-------|--------|---|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 2,455 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 1,250 | \$ (2) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 2,000 | \$ (2) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 750 | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goon Fay Sien C/O SERVICENOW, INC. 2225 LAWSON LANE SANTA CLARA, CA 95054 | Â | Â | Â Principal Accounting Officer | Â |

Signatures

/s/ Fay Sien Goon by Derk Lupinek,
Attorney-in-Fact

03/07/2019

**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) 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 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.
- (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (3) The restricted stock units vest as to 1/8th of the total shares quarterly, with the first vesting occurring on November 17, 2017, and subject to the continued service of the Reporting Person on each vesting date.
- (4) The restricted stock units vest as to one-fourth (1/4th) of the total shares on February 17, 2018 and thereafter shall vest in equal quarterly installments over the next three (3) years.
- (5) The restricted stock units vest as to one-fourth (1/4th) of the total shares on February 12, 2017 and thereafter shall vest in equal quarterly installments over the next three (3) years.

Â

Remarks:

EXHIBIT LIST: EX-24 FSGoon POA

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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