

ServiceNow, Inc.
Form 4
June 12, 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

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(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)
06/10/2015

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/11/2015		M		3,131	A	11 3,131
Common Stock					794,291	(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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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	06/11/2015		M		3,131		(3)	(3)	Common Stock	3,131
Restricted Stock Units	(1)	06/10/2015		A		1,930		(4)	(4)	Common Stock	1,930
Director Stock Option (Right to Buy)	\$ 77.7	06/10/2015		A		4,506		(5)	06/10/2025	Common Stock	4,506

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Barber Paul V 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202	X

Signatures

/s/ Paul V. Barber 06/12/2015

__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) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

(2) Represents shares held by three family trusts as of the date hereof which Mr. Barber may be deemed to control investment decisions (the "Family Trusts") and reflects a transfer of 667,690 shares held directly by Mr. Barber to one of the Family Trusts effected on November 25, 2014. The Family Trusts are irrevocable, and one or more beneficiaries of such trusts is an immediate family member of Mr. Barber. Mr. Barber disclaims Section 16 beneficial ownership of the shares held by such trusts and this report shall not be deemed an admission

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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 10, 2015, which was the date of the Issuer's annual stockholder meeting, and were distributed on June 11, 2015.
- (4) The restricted stock units vest 100% on the earlier of June 10, 2016 and the Issuer's next annual stockholder meeting. Shares of the Issuer's common stock will be delivered to the reporting person upon vesting.
- (5) The options vest 100% on the earlier of June 10, 2016 and the Issuer's next annual stockholder's meeting.

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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