

LUDDY FREDERIC B

Form 4

November 16, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LUDDY FREDERIC B

(Last) (First) (Middle)

**C/O SERVICENOW, INC., 2225
LAWSON LANE**

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ServiceNow, Inc. [NOW]

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

11/14/2017

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	11/14/2017		S		48,390	D	\$ 124.3678 (1)	400 D
Common Stock	11/14/2017		S		400	D	\$ 124.8538 (2)	0 D
Common Stock	11/15/2017		S	(3)	1,700 (4)	D	\$ 122.5965 (5)	1,364,475 I

by
Frederic
B. Luddy
Family
Trust

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Common Stock	11/15/2017	S ⁽³⁾	41,000 ₍₄₎	D	\$ 123.6044 ₍₆₎	1,323,475	I	by Frederic B. Luddy Family Trust
Common Stock	11/15/2017	S ⁽³⁾	7,300 ₍₄₎	D	\$ 124.4623 ₍₇₎	1,316,175	I	by Frederic B. Luddy Family Trust
Common Stock	11/16/2017	S ⁽³⁾	1,300 ₍₄₎	D	\$ 123.8877 ₍₈₎	1,314,875	I	by Frederic B. Luddy Family Trust
Common Stock	11/16/2017	S ⁽³⁾	32,826 ₍₄₎	D	\$ 125.1843 ₍₉₎	1,282,049	I	by Frederic B. Luddy Family Trust
Common Stock	11/16/2017	S ⁽³⁾	15,874 ₍₄₎	D	\$ 125.7702 ₍₁₀₎	1,266,175	I	by Frederic B. Luddy Family Trust
Common Stock						320,000	I	by Luddy Family Dynasty Trust LLC
Common Stock						4,000	I	by Spouse

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

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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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUDDY FREDERIC B C/O SERVICENOW, INC. 2225 LAWSON LANE SANTA CLARA, CA 95054		X		

Signatures

/s/ Frederic B. Luddy by Derk Lupinek,
Attorney-in-Fact

11/16/2017

**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) Represents the weighted average sales price per share. The shares sold at prices ranging from \$123.74 to \$124.72 per share. Full information 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.
- (2) Represents the weighted average sales price per share. The shares sold at prices ranging from \$124.78 to \$124.93 per share. Full information 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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (4) Represents the aggregate of sales effected on the same day at different prices pursuant to the 10b5-1 trading plan noted in footnote (3).
- (5) Represents the weighted average sales price per share. The shares sold at prices ranging from \$122.18 to \$123.07 per share. Full information 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.
- (6) Represents the weighted average sales price per share. The shares sold at prices ranging from \$123.22 to \$124.205 per share. Full information 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.
- (7) Represents the weighted average sales price per share. The shares sold at prices ranging from \$124.22 to \$124.84 per share. Full information 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.
- (8) Represents the weighted average sales price per share. The shares sold at prices ranging from \$123.57 to \$124.56 per share. Full information 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.
- (9)

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Represents the weighted average sales price per share. The shares sold at prices ranging from \$124.595 to \$125.585 per share. Full information 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.

- (10) Represents the weighted average sales price per share. The shares sold at prices ranging from \$125.59 to \$126.3 per share. Full information 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.

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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