

ServiceNow, Inc.
Form 5
February 12, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

(Last) (First) (Middle)

C/O SERVICENOW, INC., 4810 EASTGATE MALL

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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)

CHIEF PRODUCT OFFICER

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 11/01/2013 | | G ⁽¹⁾ | 5,486 D | \$ 0 8,421,939 | D | |
| Common Stock | 11/25/2013 | | G | 2,000 D | \$ 0 8,419,939 | D | |
| Common Stock | 11/27/2013 | | G ⁽²⁾ | 600,000 D | \$ 0 7,819,939 | D | |
| Common Stock | 11/01/2013 | | G ⁽¹⁾ | 5,486 A | \$ 0 5,486 | I | by Frederic |

| | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|------|-----------|---|--------------------------------------------------------------------------------------|
| Common Stock | 11/27/2013 | Â | G ⁽²⁾ | 600,000 | A | \$ 0 | 600,000 | I | B. Luddy Family Trust ⁽³⁾ by Frederic B. Luddy CRT, LLC ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,115,000 | I | by Luddy Family Dynasty Trust LLC |
| Common Stock | Â | Â | Â | Â | Â | Â | 57,000 | I | by Spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 50,000 | I | by Spouse's Trust |

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 2270 (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 (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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LUDDY FREDERIC B C/O SERVICENOW, INC. 4810 EASTGATE MALL | Â X | Â | Â CHIEF PRODUCT OFFICER | Â |

SAN DIEGO, CA 92121

Signatures

/s/ Frederic B. Luddy by Ethan Christensen,
Attorney-in-Fact

02/12/2014

____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).

This transaction involved a gift of securities by the Reporting Person to the Frederic B. Luddy Family Trust. The Reporting Person
(1) disclaims beneficial ownership of the shares held by the trust, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

This transaction involved a gift of securities by the Reporting Person to the Frederic B. Luddy CRT, LLC. The Reporting Person
(2) disclaims beneficial ownership of the shares held by the LLC, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

These shares are owned by the Frederic B. Luddy Family Trust. The Reporting Person is the trustee and trustor of the trust. The Reporting
(3) Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

The shares are owned by the Frederic B. Luddy CRT, LLC. The Reporting Person is the sole manager of the LLC. The Reporting Person
(4) disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.