

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * McBride Kevin Thomas (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 (MM/DD/YYYY) <p align="center">2/14/2025</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Principal Accounting Officer
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/14/2025		M		493	A	\$0	4,640	D	
Common Stock	2/14/2025		F		234 (1)	D	\$986.63	4,406	D	
Common Stock	2/14/2025		M		47	A	\$0	4,453	D	
Common Stock	2/14/2025		F		23 (1)	D	\$986.63	4,430	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	2/14/2025		M		493		(2/14)	(2/14)	Common Stock	493	\$0	1,314	D	
Restricted Stock Units	(3)	2/14/2025		M		47		(6)	(6)	Common Stock	47	\$986.63	378	D	
Restricted Stock Units	(2)	2/18/2025		A		753		(2)	(2)	Common Stock	753	\$0	753	D	

Explanation of Responses:

- (1) Represents shares relinquished by the Reporting Person in exchange for the Issuer's payment of federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs, in accordance with Rule 16b-3.
- (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (3) Acquired upon achievement of certain performance criteria pursuant to the performance-based restricted stock units granted February 15, 2023 under the Issuer's 2021 Equity Incentive Plan. The performance period for the restricted stock units was January 1, 2023 until December 31, 2023, with achievement of the applicable performance criteria subject to determination by the Issuer's Compensation Committee. This determination was obtained on January 22, 2024.
- (4) 30% of the shares subject to the restricted stock units will vest on February 17, 2024, 15% of the shares subject to the restricted stock units will vest on each of August 17, 2024 and February 17, 2025, 20% of the shares subject to the restricted stock units will vest on August 17, 2025, and the final vest on February 17, 2026 of 20% of the shares subject to the restricted stock units is subject to adjustment based on the Issuer's 3-year relative total stockholder return performance against the S&P 500 index for the period from January 1, 2023 to December 31, 2025, subject to the reporting person's continued service to the

Issuer on each vesting date.

- (5) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock
- (6) The restricted stock units vest as to 1/16th of the total shares quarterly, with the first vesting occurring on May 17, 2023, and subject to the Reporting Person's continued service to the Issuer on each vesting date.
- (7) The restricted stock units vest as to 1/12th of the total shares quarterly, with the first vesting occurring on May 15, 2025, and subject to the Reporting Person's continued service to the Issuer on each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McBride Kevin Thomas C/O SERVICENOW, INC. 2225 LAWSON LANE SANTA CLARA, CA 95054			Principal Accounting Officer	

Signatures

/s/ Kevin Thomas McBride by Russell S. Elmer, Attorney-in-Fact

2/19/2025

**Signature of Reporting Person

Date

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

* 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).

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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