

JOHN CHEVEDDEN

February 9, 2020

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

2 Rule 14a-8 Proposal
ServiceNow, Inc. (NOW)
Elect Each Director Annually
Myra K. Young

Ladies and Gentlemen:

This is in regard to the February 4, 2020 no action request.

The company could transition to a declassified board in one year like Safeway did per the attachment.

“The expiration of the directors existing terms” is worse than not relevant. It gives priority to votes of mostly or many dead hand shareholders who have already sold their stock. Management has not discussed the rate of turnover in company stock ownership.

Thus under this imbalanced management plan in 2021 some directors will owe their election to dead hand shareholders and other directors will owe their election to current shareholders. This could lead to counterproductive divineness for the Board of Directors.

Such a disadvantage is not a factor if, for instance, a company adopts a special meeting stock ownership threshold of 15% in response to a shareholder proposals calling for a 10% special meeting stock ownership threshold.

This is not like a November election in which the overwhelming number of voters will still be citizens in 4-years.

Sincerely,


John Chevedden

cc: Myra K. Young

Russell Elmer <russell.elmer@servicenow.com>



SAFeway INC.
5918 Stoneridge Mall Road
Pleasanton, CA 94588-3229

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Safeway Inc., a Delaware corporation (the "Company"), will be held at the corporate offices of Safeway Inc., 5918 Stoneridge Mall Road, Pleasanton, California on Thursday, May 20, 2004 at 8:30 a.m. for the following purposes:

1. To elect three directors of the Company to serve for a term of three years and until their successors are elected and qualified;
2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent auditors for fiscal year 2004;
3. To approve an amendment to the Restated Certificate of Incorporation to eliminate the classification of the Board of Directors;
4. To approve a stock option exchange program for employees (excluding executive officers) providing for the exchange of options previously granted under the 1999 Amended and Restated Equity Participation Plan of Safeway Inc. having an exercise price greater than \$35.00 per share for new options to be granted at least six months and one day from the cancellation of the surrendered options;
5. To consider and vote on six stockholder proposals, if properly presented at the Annual Meeting, which proposals are opposed by the Board of Directors; and
6. To transact such other business as may properly come before the meeting and any adjournments or postponements.

Only stockholders of record at the close of business on March 25, 2004 will be entitled to receive this notice and to vote at the Annual Meeting. A complete list of stockholders entitled to vote at the Annual Meeting shall be open to the examination of any stockholder present at the Annual Meeting and, for any purpose germane to the Annual Meeting, during ordinary business hours for at least 10 days prior to the Annual Meeting, at the corporate offices of the Company at the address indicated above. See page 3 of the Proxy Statement for details on admission to the Annual Meeting.

Whether or not you plan to attend the Annual Meeting in person, we urge you to ensure your representation by voting by proxy as promptly as possible. You may vote by completing, signing, dating and returning the enclosed proxy card by mail, or you may vote by telephone or electronically through the Internet, as further described on the proxy card. A return envelope, which requires no postage if mailed in the United States, has been provided for your use. If you attend the Annual Meeting and inform the Secretary of the Company in writing that you wish to vote your shares in person, your proxy will not be used.

By Order of the Board of Directors,

LINDA C. SAYLER
Secretary

Pleasanton, California
Dated: April 13, 2004



SAFEWAY INC.
5918 Stoneridge Mall Road
Pleasanton, CA 94588-3229

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Safeway Inc., a Delaware corporation (the "Company"), will be held at the corporate offices of Safeway Inc., 5918 Stoneridge Mall Road, Pleasanton, California on Wednesday, May 25, 2005 at 1:30 p.m. for the following purposes:

1. To elect nine directors of the Company to serve for a term of one year and until their successors are elected and qualified;
2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent auditors for fiscal year 2005;
3. To consider and vote on eight stockholder proposals, if properly presented at the Annual Meeting, which proposals are opposed by the Board of Directors; and
4. To transact such other business as may properly come before the meeting and any adjournments or postponements.

Only stockholders of record at the close of business on March 28, 2005 will be entitled to receive this notice and to vote at the Annual Meeting. A complete list of stockholders entitled to vote at the Annual Meeting shall be open to the examination of any stockholder present at the Annual Meeting and, for any purpose germane to the Annual Meeting, during ordinary business hours for at least 10 days prior to the Annual Meeting, at the corporate offices of the Company at the address indicated above.

Whether or not you plan to attend the Annual Meeting in person, we urge you to ensure your representation by voting by proxy as promptly as possible. You may vote by completing, signing, dating and returning the enclosed proxy card by mail, or you may vote by telephone or electronically through the Internet, as further described on the proxy card. A return envelope, which requires no postage if mailed in the United States, has been provided for your use. If you attend the Annual Meeting and inform the Secretary of the Company in writing that you wish to vote your shares in person, your proxy will not be used.

By Order of the Board of Directors,

LINDA C. SAYLER
Secretary

Pleasanton, California
Dated: April 12, 2005

JOHN CHEVEDDEN

February 5, 2020

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
ServiceNow, Inc. (NOW)
Right to Act by Written Consent
Myra K. Young

Ladies and Gentlemen:

This is in regard to the February 4, 2020 no action request.

The company could transition to a declassified board in one year like Safeway did per the attachment.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2020 proxy.

Sincerely,


John Chevedden

cc: Myra K. Young

Russell Elmer <russell.elmer@servicenow.com>



SAFeway INC.
5918 Stoneridge Mall Road
Pleasanton, CA 94588-3229

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Safeway Inc., a Delaware corporation (the "Company"), will be held at the corporate offices of Safeway Inc., 5918 Stoneridge Mall Road, Pleasanton, California on Thursday, May 20, 2004 at 8:30 a.m. for the following purposes:

1. To elect three directors of the Company to serve for a term of three years and until their successors are elected and qualified;
2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent auditors for fiscal year 2004;
3. To approve an amendment to the Restated Certificate of Incorporation to eliminate the classification of the Board of Directors;
4. To approve a stock option exchange program for employees (excluding executive officers) providing for the exchange of options previously granted under the 1999 Amended and Restated Equity Participation Plan of Safeway Inc. having an exercise price greater than \$35.00 per share for new options to be granted at least six months and one day from the cancellation of the surrendered options;
5. To consider and vote on six stockholder proposals, if properly presented at the Annual Meeting, which proposals are opposed by the Board of Directors; and
6. To transact such other business as may properly come before the meeting and any adjournments or postponements.

Only stockholders of record at the close of business on March 25, 2004 will be entitled to receive this notice and to vote at the Annual Meeting. A complete list of stockholders entitled to vote at the Annual Meeting shall be open to the examination of any stockholder present at the Annual Meeting and, for any purpose germane to the Annual Meeting, during ordinary business hours for at least 10 days prior to the Annual Meeting, at the corporate offices of the Company at the address indicated above. See page 3 of the Proxy Statement for details on admission to the Annual Meeting.

Whether or not you plan to attend the Annual Meeting in person, we urge you to ensure your representation by voting by proxy as promptly as possible. You may vote by completing, signing, dating and returning the enclosed proxy card by mail, or you may vote by telephone or electronically through the Internet, as further described on the proxy card. A return envelope, which requires no postage if mailed in the United States, has been provided for your use. If you attend the Annual Meeting and inform the Secretary of the Company in writing that you wish to vote your shares in person, your proxy will not be used.

By Order of the Board of Directors,

LINDA C. SAYLER
Secretary

Pleasanton, California
Dated: April 13, 2004



SAFEWAY INC.
5918 Stoneridge Mall Road
Pleasanton, CA 94588-3229

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Safeway Inc., a Delaware corporation (the "Company"), will be held at the corporate offices of Safeway Inc., 5918 Stoneridge Mall Road, Pleasanton, California on Wednesday, May 25, 2005 at 1:30 p.m. for the following purposes:

1. To elect nine directors of the Company to serve for a term of one year and until their successors are elected and qualified;
2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent auditors for fiscal year 2005;
3. To consider and vote on eight stockholder proposals, if properly presented at the Annual Meeting, which proposals are opposed by the Board of Directors; and
4. To transact such other business as may properly come before the meeting and any adjournments or postponements.

Only stockholders of record at the close of business on March 28, 2005 will be entitled to receive this notice and to vote at the Annual Meeting. A complete list of stockholders entitled to vote at the Annual Meeting shall be open to the examination of any stockholder present at the Annual Meeting and, for any purpose germane to the Annual Meeting, during ordinary business hours for at least 10 days prior to the Annual Meeting, at the corporate offices of the Company at the address indicated above.

Whether or not you plan to attend the Annual Meeting in person, we urge you to ensure your representation by voting by proxy as promptly as possible. You may vote by completing, signing, dating and returning the enclosed proxy card by mail, or you may vote by telephone or electronically through the Internet, as further described on the proxy card. A return envelope, which requires no postage if mailed in the United States, has been provided for your use. If you attend the Annual Meeting and inform the Secretary of the Company in writing that you wish to vote your shares in person, your proxy will not be used.

By Order of the Board of Directors,

LINDA C. SAYLER
Secretary

Pleasanton, California
Dated: April 12, 2005

February 4, 2020

VIA E-MAIL

Office of Chief Counsel
Division of Corporate Finance
Securities and Exchange
Commission 100 F Street, NE
Washington, DC 20549

Re: ServiceNow, Inc. – Shareholder Proposal Submitted by James McRitchie and Myra K. Young

Ladies and Gentlemen:

This letter is submitted on behalf of ServiceNow, Inc. (the “Company”) to notify the Staff of the Division of Corporate Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that the Company intends to exclude from its proxy statement and form of proxy for its 2020 Annual Meeting of Shareholders (collectively, the “2020 Proxy Materials”) a shareholder proposal and statements in support thereof (the “Proposal”) received from James McRitchie and Myra K. Young (the “Proponents”), which are further described below and attached as Exhibit A hereto.

For the reasons outlined below, we hereby respectfully request that the Staff concur in our view that the Proposal may be properly excluded from the 2020 Proxy Materials and confirm that it will not recommend enforcement action to the Commission as a result of such exclusion.

In accordance with Staff Legal Bulletin No. 14D (Nov. 7, 2008), we are submitting this request for no-action relief via the Commission’s email address, shareholderproposals@sec.gov. In accordance with Rule 14a-8(j) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), this letter is being filed with the Commission no later than 80 calendar days before the Company intends to file the definitive 2020 Proxy Materials with the Commission, and we are contemporaneously sending a copy of this letter and its attachments to the Proponents and their designated agent, John Chevedden (the “Agent”), as notice of the Company’s intent to exclude the Proposal from the 2020 Proxy Materials. Likewise, we take this opportunity to inform the Proponents and their Agent that if the Proponents or their Agent elect to submit any correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be provided concurrently to the undersigned on behalf of the Company.

SUMMARY OF THE PROPOSAL

The Proposal asks that the Company “take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year for a one-year term.” A full copy of the Proposal is attached as Exhibit A hereto. In addition, pursuant to Staff Legal Bulletin No. 14C (June 28, 2005), relevant correspondence exchanged with the Proponent is attached as Exhibit B hereto.

BASIS FOR EXCLUSION

The Company hereby respectfully requests that the Staff concur in its view that the Proposal may be properly excluded from the 2020 Proxy Materials on the basis of Rule 14a-8(i)(10): the Company has already substantially implemented the Proposal.

Currently, the Company's Restated Certificate of Incorporation (the "Certificate of Incorporation") provides for a classified board of directors divided into three classes, with each class of directors elected for a three-year term. After considering the advantages and disadvantages of declassification, the Company's board of directors (the "Board") has determined to approve amendments to the Certificate of Incorporation and the Company's Restated Bylaws (the "Bylaws") to eliminate the classified structure of the Board, to direct that the amendment to the Certificate of Incorporation be submitted to the Company's shareholders for adoption at the 2020 Annual Meeting of Shareholders and to recommend that the shareholders vote to adopt such amendment. As a result, the Company will have substantially implemented the Proposal and believes the Proposal is excludable under Rule 14a-8(i)(10).

ANALYSIS

I. The Proposal May Be Excluded Under Rule 14a-8(i)(10) Because the Company Has Substantially Implemented the Proposal

A. Rule 14a-8(i)(10) Background

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already "substantially implemented" the proposal. The Staff has stated that the purpose of the predecessor provision to Rule 14a-8(i)(10) was "to avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by management." *Exchange Act Release No. 12598* (July 7, 1976). The Commission later stated that a formalistic application of the rule requiring full implementation "defeated [the rule's] purpose", and then adopted a revised interpretation to the rule to permit the omission of proposals that had been "*substantially implemented.*" (emphasis added) *Exchange Act Release No. 20091* (Aug. 16, 1983) and *Exchange Act Release No. 40018*, at n.30 (May 21, 1998).

The Staff has noted that "a determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal." *Texaco, Inc.* (avail. Mar. 28, 1991), and the Staff has consistently taken the position that a proposal has been "substantially implemented" and may be excluded under Rule 14a-8(i)(10) when a company can demonstrate that it has already taken actions to address the essential elements of the proposal. *See, e.g., Eli Lilly and Co.* (avail. Jan. 8, 2018); *Korn/Ferry International* (avail. July 6, 2017); *NETGEAR, Inc.* (avail. Mar. 31, 2015); *Pfizer, Inc.* (avail. Jan. 11, 2013, recon. Mar. 1, 2013); *Exelon, Inc.* (avail. Feb. 26, 2010); *Hewlett-Packard Co.* (avail. Dec. 11, 2007).

The text of the Proposal makes clear that the Proposal's essential objective is to remove the classified board structure contained in the Certificate of Incorporation and Bylaws. Directly related to the facts at hand, the Staff has consistently concurred that a board action submitting a declassification amendment for shareholder approval substantially implements a shareholder declassification proposal, and therefore, the shareholder proposal may be excluded from the 2020 Proxy Materials in accordance with Rule 14a-8(i)(10). *See, e.g., Costco Wholesale Corp.* (avail. Nov. 16, 2018); *iRobot Corp.* (avail. Feb. 9, 2018); *PPG Industries, Inc.* (avail. Jan. 23, 2018); *AbbVie Inc.* (avail. Dec. 22, 2016); *Ryder System, Inc.* (avail. Feb. 11, 2015); *St. Jude Medical, Inc.* (avail. Feb. 3, 2015); *LaSalle Hotel Properties* (avail. Feb. 27, 2014); *Dun & Bradstreet Corp.* (avail. Feb. 4, 2011); *Baxter International Inc.* (avail. Feb. 3, 2011); *Allergan, Inc.* (avail. Jan. 18, 2011); *AmerisourceBergen Corporation* (avail. Nov. 15, 2010); *Textron Inc.* (avail. Jan. 21, 2010); *Del Monte Foods Company* (avail. June 3, 2009); *Visteon Corp.* (avail. Feb. 15, 2007); *Northrop*

Grumman Corp. (avail. Mar. 22, 2005) (concurring in each case with the exclusion of a shareholder declassification proposal where the board directed the submission of a declassification amendment for shareholder approval).

B. The Company's Proposal Substantially Implements the Proposal

At the 2020 Annual Meeting of Shareholders, the Board will recommend to the Company's shareholders that they approve an amendment to the Certificate of Incorporation to declassify the Board (the "Amendment"), which is precisely what the proposal seeks to accomplish. If approved by the Company's shareholders as required by Delaware Law, the Amendment would eliminate the classification of the Board over a three-year period beginning at the 2021 Annual Meeting of Shareholders. Directors would be elected to one-year terms following the expiration of the directors' existing terms, resulting in all directors being elected annually beginning at the 2023 Annual Meeting of Shareholders.

In accordance with the Certificate of Incorporation, the Amendment will require the affirmative vote of shares representing not less than a majority of the outstanding shares of capital stock of the Company entitled to vote generally in the election of directors¹. If approved by the shareholders, the Amendment would become effective upon filing a Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, which the Company would file promptly following the 2020 Annual Meeting of Shareholders. If the shareholders approve the Amendment, the Board will also make certain conforming changes to the Bylaws.

The Company will "take the steps necessary" to accomplish exactly what the Proposal requests by recommending the Amendment for shareholder approval. The Amendment would have the same effect as the Proposal—it would implement declassification of the Board.

Accordingly, the Company believes that it has satisfied the essential objective of the Proposal. Therefore, the Board's determination to submit the Amendment for shareholder approval substantially implements the Proposal's objective and, as such, pursuant to Rule 14a-8(i)(10), we respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2020 Proxy Materials.

CONCLUSION

For the foregoing reasons, we are of the view that the Proposal will have already been substantially implemented by the Company. As such, on behalf of the Company, we respectfully request that the Staff confirm that it will not recommend enforcement action if the Company excludes the Proposal from its 2020 Proxy Materials in reliance on 14a-8(i)(10).

If you have any questions, or if the Staff is unable to concur with our view without additional information or discussions, we respectfully request the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. Please do not hesitate to contact the undersigned, Gordon K. Davidson, at (650) 335-7237 or gdauidson@fenwick.com.

¹ If the Board did not approve the proposed amendments, as would be the case with the Proponents' Proposal, an affirmative vote of shares representing not less than 2/3 of the outstanding shares of capital stock of the Company entitled to vote generally in the election of directors would be required to approve the amendments.

Very truly yours,

Gordon K. Davidson

Gordon K. Davidson

cc: James McRitchie
Myra K. Young
John Chevedden (as agent for James McRitchie and Myra K. Young)
Russ Elmer, General Counsel and Corporate Secretary, ServiceNow, Inc.

Enclosures

Corporate Secretary
ServiceNow, Inc.
2225 Lawson Lane
Santa Clara, California 95054
c/o Russell S. Elmer, General Counsel
Phone Number: (408) 916-4588

Dear Corporate Secretary,

We are pleased to be shareholders in ServiceNow Inc. (NOW) and appreciate the leadership our company has shown. However, we also believe our company has unrealized potential that can be unlocked through low or no cost corporate governance reform.

We are submitting a shareholder proposal for a vote at the next annual shareholder meeting requesting *Elect Each Director Annually*. The proposal meets all Rule 14a-8 requirements, including the continuous ownership of the required stock value for over a year. We pledge to continue to hold the required amount of stock until after the date of the next shareholder meeting. Our submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

This letter confirms that we are delegating John Chevedden to act as our agent regarding this Rule 14a-8 proposal, including its submission, negotiations and/or modification, and presentation at the forthcoming shareholder meeting. Please direct all future communications regarding our rule 14a-8 proposal to John Chevedden ***

to facilitate prompt communication. Please identify James McRitchie and Myra K. Young as the sole proponents of the proposal exclusively.

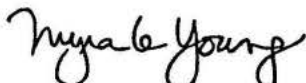
Your consideration and the consideration of the Board of Directors is appreciated in responding to this proposal. *Please acknowledge receipt of our proposal promptly by email to ****

Sincerely,


James McRitchie

December 16, 2019

Date


Myra K. Young

December 16, 2019

Date

cc: ir@servicenow.com

Penny Bruce, penelope.bruce@servicenow.com

[NOW: Rule 14a-8 Proposal, December 16, 2019]
[This line and any line above it – Not for publication.]
ITEM 4* – Elect Each Director Annually

RESOLVED: ServiceNow ("NOW" or "Company") shareholders ask that our Company take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year for a one-year term.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, "In my view it's best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them."

Almost 90% of S&P 500 and Fortune 500 companies, worth more than One trillion dollars have adopted this important proposal topic since 2012. Annual elections are widely viewed as a corporate governance best practice. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value.

Last year shareholder proposals to elect each director annually (declassify the board) won large majority votes at United Therapeutics, Knight Swift Transportation Holdings, Anthem, and Kellogg.

Shareholder resolutions on this topic won an average of 86% support in 2018 as of early November. Wins included 96% at Haemonetics, 94% at Hecla Mining, 88.4% at FleetCor Technologies, and 84.4% at Illumina Inc.

According to one of our largest shareholders; BlackRock, "Directors should be elected annually to discourage entrenchment and allow shareholders sufficient opportunity to exercise their oversight of the board." BlackRock voted for shareholder proposals to declassify boards 6 times out of 6 in 2018, as did Vanguard.

According to Equilar; "A classified board creates concern among shareholders because poorly performing directors may benefit from an electoral reprieve. Moreover, a fraternal atmosphere may form from a staggered board that favors the interests of management above those of shareholders. Since directors in a declassified board are elected and evaluated each year, declassification promotes responsiveness to shareholder demands and pressures directors to perform to retain their seat. Notably, proxy advisory firms ISS and Glass Lewis both support declassified structures."

This proposal should also be evaluated in the context of our Company's overall corporate governance as of the date of this submission: Shareholders cannot call special meetings. Shareholders have no right to act by written consent. A supermajority vote is required to amend all charter and bylaw provisions. The combined effect is to lock the board into an out-dated corporate governance structure and reduce board accountability to shareholders.

Please vote for: Elect Each Director Annually – Proposal [4*]
[This line and any below are *not* for publication]
Number 4* to be assigned by NOW

James McRitchie and Myra K. Young, ***
this proposal.

sponsored

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email



ServiceNow
www.servicenow.com

2225 Lawson Lane
Santa Clara, CA 95054

Tel +1 (408) 501-8550
Fax +1 (408) 501-8550

December 27, 2019

Via Email and Federal Express

John Chevedden

Copy to:
James McRitchie and Myra K. Young

E-mail: ***

Dear Mr. Chevedden:

On December 16, 2019, ServiceNow, Inc. ("**ServiceNow**") received Mr. McRitchie and Ms. Young's shareholder proposal (the "**Proposal**") for ServiceNow's 2020 Annual Meeting of Shareholders (the "**Meeting**") included in a letter dated December 16, 2019, pursuant to which Mr. McRitchie and Ms. Young designated you as their agent with respect to all communications relating to the Proposal. One of the procedural requirements in submitting a shareholder proposal is to provide proof that, at the time Mr. McRitchie and Ms. Young submitted their Proposal, they continuously held at least \$2,000 in market value of ServiceNow's shares for at least one year. Proof of ownership was omitted from the documents submitted with the Proposal. For your convenience, we have enclosed a copy of Rule 14a-8 under the Securities Exchange Act of 1934, which describes in Question 2 the eligibility requirements for submitting a proposal and how you can demonstrate to ServiceNow Mr. McRitchie and Ms. Young's eligibility to submit a proposal.

On December 18, 2019, ServiceNow confirmed with its transfer agent that Mr. McRitchie and Ms. Young were not registered holders as of December 16, 2019, or for the one year preceding and including December 16, 2019. Therefore, in order to prove Mr. McRitchie and Ms. Young's eligibility to ServiceNow, Mr. McRitchie and Ms. Young must provide ServiceNow's Secretary with a written statement from the "record" holder of Mr. McRitchie and Ms. Young's shares (usually a broker or bank) verifying that, at the time Mr. McRitchie and Ms. Young submitted their Proposal (December 16, 2019), they continuously held at least \$2,000 in market value of ServiceNow shares for at least the one-year period preceding and including the submission date.

SEC Staff Legal Bulletin No. 14F ("**SLB 14F**") describes the alternatives for proving stock ownership and provides that the following is an acceptable format for Mr. McRitchie and Ms. Young's broker or bank to provide the required proof of ownership as of the date Mr. McRitchie and Ms. Young submitted the Proposal for purposes of Rule 14a-8(b):

"As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least one year, [number of securities] shares of [company name] [class of securities]."

As outlined in SLB 14F, any written statement from a broker or bank must be provided from the DTC participant through which the shares are held. If you are not certain whether your broker or bank is a DTC participant, you may check DTC's participant listing, which is currently available on the Internet at:

<http://dtcc.com/client-center/dtc-directories.aspx>

In the event that you are able to correct this deficiency, please send the written statement referred to above to ServiceNow, Inc., c/o Russell S. Elmer, General Counsel and Secretary, 2225 Lawson Lane, Santa Clara, CA

servicenow



ServiceNow
www.servicenow.com

2225 Lawson Lane
Santa Clara, CA 95054

Tel +1 (408) 501-8550
Fax +1 (408) 501-8550

95054 (or alternatively you may transmit the statement electronically to russell.elmer@servicenow.com). Pursuant to Rule 14a-8, your response must be postmarked, or transmitted electronically, no later than 14 calendar days from the date you receive this notification. If the deficiency noted above is not corrected within this time period, ServiceNow may elect not to include the Proposal in its proxy statement for its 2020 Annual Meeting of Shareholders.

If you have any questions, please feel free to contact me at 408-916-4588.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Russell S. Elmer', written over a horizontal line.

Russell S. Elmer, General Counsel and Secretary



Title 17: Commodity and Securities Exchanges

PART 240—GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934

§240.14a-8 Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) *Question 1: What is a proposal?* A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) *Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?* (1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:



(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) *Question 3:* How many proposals may I submit? Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) *Question 4:* How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) *Question 5:* What is the deadline for submitting a proposal? (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) *Question 6:* What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section? (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.



(g) *Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.*

(h) *Question 8: Must I appear personally at the shareholders' meeting to present the proposal? (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.*

(2) *If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.*

(3) *If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.*

(i) *Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal? (1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;*

NOTE TO PARAGRAPH (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;*

NOTE TO PARAGRAPH (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;*

(4) *Personal grievance; special interest: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;*

(5) *Relevance: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;*

(6) *Absence of power/authority: If the company would lack the power or authority to implement the proposal;*



(7) *Management functions*: If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Director elections*: If the proposal:

(i) Would disqualify a nominee who is standing for election;

(ii) Would remove a director from office before his or her term expired;

(iii) Questions the competence, business judgment, or character of one or more nominees or directors;

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or

(v) Otherwise could affect the outcome of the upcoming election of directors.

(9) *Conflicts with company's proposal*: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

NOTE TO PARAGRAPH (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) *Substantially implemented*: If the company has already substantially implemented the proposal;

NOTE TO PARAGRAPH (i)(10): A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K (§229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a-21(b) of this chapter a single year (*i.e.*, one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a-21(b) of this chapter.

(11) *Duplication*: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) *Resubmissions*: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and



(13) *Specific amount of dividends:* If the proposal relates to specific amounts of cash or stock dividends.

(j) *Question 10:* What procedures must the company follow if it intends to exclude my proposal? (1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) *Question 11:* May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) *Question 12:* If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) *Question 13:* What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of



ServiceNow
www.servicenow.com

2225 Lawson Lane
Santa Clara, CA 95054

Tel +1 (408) 501-8550
Fax +1 (408) 501-8550

the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a-6.

[63 FR 29119, May 28, 1998; 63 FR 50622, 50623, Sept. 22, 1998, as amended at 72 FR 4168, Jan. 29, 2007; 72 FR 70456, Dec. 11, 2007; 73 FR 977, Jan. 4, 2008; 76 FR 6045, Feb. 2, 2011; 75 FR 56782, Sept. 16, 2010]



12/20/2019

James McRitchie & Myra K Young

Re: Your TD Ameritrade Account Ending in ***

Dear James McRitchie & Myra Young,

Thank you for allowing me to assist you today. Pursuant to your request, this letter is to confirm that as of the date of this letter, James McRitchie and Myra Young held and had held continuously for at least 13 months, at least 15 common shares of ServiceNow Inc (NOW) in an account ending in *** at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Private Client Services at 800-400-4078. We're available 24 hours a day, seven days a week.

Sincerely,

A handwritten signature in black ink that reads 'Jennifer Hickman' in a cursive script.

Jennifer Hickman
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

TD Ameritrade, Inc., member FINRA/SIPC (www.finra.org, www.sipc.org). TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank. © 2015 TD Ameritrade IP Company, Inc. All rights reserved. Used with permission.