

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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* <u>Munson Kelly T.</u> (Last) (First) (Middle) C/O NOW INC. 7402 NORTH ELDRIDGE PARKWAY (Street) HOUSTON TX 77041 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2021	3. Issuer Name and Ticker or Trading Symbol <u>NOW Inc. [DNOW]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____ See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	2,191	D	
Common stock	156	I	By 401(k) Plan

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (right to buy)	(1)	02/22/2022	Common stock	2,185	35.53	D	
Stock Options (right to buy)	(2)	02/24/2022	Common stock	4,500	22.44	D	
Stock Options (right to buy)	(3)	02/25/2024	Common stock	3,018	31.433	D	
Stock Options (right to buy)	(4)	02/19/2023	Common stock	7,500	13.71	D	
Stock Options (right to buy)	(5)	02/21/2024	Common stock	5,250	20.64	D	
Stock Options (right to buy)	(6)	02/20/2025	Common stock	10,000	9.9	D	
Stock Options (right to buy)	(7)	02/19/2026	Common stock	3,965	15.3	D	
Stock Options (right to buy)	(8)	02/21/2027	Common stock	20,985	9.53	D	
Restricted Stock Award	02/20/2021	(12)	Common stock	(9)	0.00	D	
Restricted Stock Award	02/19/2022	(12)	Common stock	(10)	0.00	D	
Restricted Stock Award	02/21/2023	(12)	Common stock	(11)	0.00	D	

Explanation of Responses:

- The stock options vested in three installments of 728, 729, and 728 on February 21, 2013, February 21, 2014, and February 21, 2015, respectively.
- The stock options vested in three installments of 1,500 on February 24, 2016, February 24, 2017, and February 24, 2018, respectively.
- The stock options vested in three installments of 1,004, 1,007, and 1,007 on February 25, 2015, February 25, 2016, and February 25, 2017, respectively.
- The stock options vested in three installments of 2,500 on February 19, 2017, February 19, 2018, and February 19, 2019, respectively.
- The stock options vested in three installments of 1,750 on February 21, 2018, February 21, 2019, and February 21, 2020, respectively.
- The stock options vest in three installments of 3,333, 3,333, and 3,334 on February 20, 2019, February 20, 2020, and February 2021, respectively.
- The stock options vest in three installments of 1,321, 1,322, and 1,322 on February 19, 2020, February 19, 2021, and February 19, 2022, respectively.

8. The stock options will vest in three installments of 6,995 on February 21, 2021, February 21, 2022, and February 21, 2023, respectively.
9. The Reporting Person's 1,450 restricted stock awards will vest on February 20, 2021.
10. The Reporting Person's 1,567 restricted stock awards will vest on February 19, 2022.
11. The Reporting Person's 7,760 restricted stock awards will vest on February 21, 2023.
12. Each restricted stock award represents a contingent right to receive one share of NOW Inc. common stock.

Remarks:

Chief Administrative and Information Officer See Exhibit 24.1 - Power of Attorney

/s/ Raymond Chang,
Attorney-in-Fact

01/08/2021

** 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 5 (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.

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 Number.

POWER OF ATTORNEY

The undersigned constitutes and appoints Raymond Chang, Eric Johnson, Ben Smolij, and John Niedzwiecki, and each of them individually, as the undersigned's true and lawful attorneys-in-fact and agents for the undersigned and in the undersigned's name, place and stead, to:

1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof; and

2. sign any and all SEC statements of beneficial ownership of securities of the undersigned relating to Skillz Inc. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company, and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorney-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: December 16, 2020

By: /s/ Kelly A. Munson

Name: Kelly A. Munson