

SPLUNK INC
Form 4
April 24, 2012

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SRB ASSOCIATES VIII LP

2. Issuer Name and Ticker or Trading Symbol
SPLUNK INC [SPLK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
13455 NOEL ROAD, SUITE 1670

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2012

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

DALLAS, TX 75240

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	04/24/2012		C	16,398,058 A	16,398,058	I	See Footnote (2)

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	04/24/2012		C	9,972,000	(1)	(1)	Common Stock	9,972,000
Series B Preferred Stock	(1)	04/24/2012		C	3,975,712	(1)	(1)	Common Stock	3,975,712
Series C Preferred Stock	(1)	04/24/2012		C	2,232,478	(1)	(1)	Common Stock	2,232,478

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SRB ASSOCIATES VIII LP 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240		X		

Signatures

John V. Jagers, As
Attorney-In-Fact

04/24/2012

__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) Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock automatically converted into Common Stock on a 1-for-1 basis immediately prior to the completion of the Issuer's initial public offering of common stock and has no expiration date.
- (2) Total common shares of 16,398,058, represents 16,070,097 of such common shares held by Sevin Rosen Fund VIII L.P. ("SRFVIII") and 327,961 of such common shares held by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF"). SRB Associates VIII L.P. ("SRBVIII") is the general partner of SRFVIII and SRVIII AFF, and in that capacity has shared voting and dispositive power over such shares. SRBVIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.
- (3) Total Series A Preferred shares of 9,972,000 represents 9,772,560 of such preferred shares held by SRFVIII and 199,440 of such preferred shares held by SRVIII AFF. SRBVIII is the general partner of SRFVIII and SRVIII AFF, and in that capacity has shared voting and dispositive power over such shares. SRBVIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.
- (4) Total Series B Preferred shares of 3,975,712, represents 3,896,198 of such preferred shares held by SRFVIII and 79,514 of such preferred shares held by SRVIII AFF. SRBVIII is the general partner of SRFVIII and SRVIII AFF, and in that capacity has shared voting and dispositive power over such shares. SRBVIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

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Total Series C Preferred shares of 2,232,478, represents 2,187,828 of such preferred shares held by SRFVIII and 44,650 of such preferred (5) shares held by SRVIII AFF. SRBVIII is the general partner of SRFVIII and SRVIII AFF, and in that capacity has shared voting and dispositive power over such shares. SRBVIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

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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