

STURIALE NICHOLAS G
Form 4
July 25, 2012

FORM 4

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

OMB APPROVAL

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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 *
STURIALE NICHOLAS G

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)
C/O SEVIN ROSEN FUNDS, 13455
NOEL ROAD, SUITE 1670

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2012

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

(Street)
DALLAS, TX 75240

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/25/2012 | | S | 1,945,363 D \$ 27.2613 | 14,486,269 | I | See Footnotes (1) (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STURIALE NICHOLAS G C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240 | X | X | | |
| BAYLESS JON W C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240 | | X | | |
| DOMENIK STEPHEN L C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240 | | X | | |
| DOW STEPHEN M C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240 | | X | | |
| KIMZEY JACKIE R SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS,, TX 75240 | | X | | |
| PHIPPS CHARLES H C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240 | | X | | |
| SCHUELE ALAN R C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 | | X | | |

DALLAS, TX 75240

JAGGERS JOHN V
 C/O SEVIN ROSEN FUNDS
 13455 NOEL ROAD, SUITE 1670 X
 DALLAS, TX 75240

Signatures

| | |
|--|------------|
| John V. Jagers, As Attorney-In-Fact For Nicholas G. Sturiale | 07/25/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers, As Attorney-In-Fact For Jon W. Bayless | 07/25/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers, As Attorney-In-Fact For Stephen L. Domenik | 07/25/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers, As Attorney-In-Fact For Stephen M. Dow | 07/25/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers, As Attorney-In-Fact For Jackie R. Kimzey | 07/25/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers, As Attorney-In-Fact For Charles H. Phipps | 07/25/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers, As Attorney-In-Fact For Alan R. Schuele | 07/25/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers | 07/25/2012 |
| **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).

Following the reported transaction, 14,167,542 shares are held directly by Sevin Rosen Fund VIII L.P. ("SRF VIII"), 289,117 shares held (1) directly by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF"), and 29,610 shares held directly by Sevin Rosen Bayless Management Company ("SRBMC").

(2) Nicholas G. Sturiale ("Sturiale"), Jon W. Bayless ("Bayless"), Stephen M. Dow ("Dow"), Stephen L. Domenik ("Domenik"), John V. Jagers ("Jagers"), Jackie R. Kimzey ("Kimzey"), Charles H. Phipps ("Phipps") and Alan R. Schuele ("Schuele") are general partners of SRB Associates VIII L.P. ("SRB"), the general partner of SRFVIII and SRVIII AFF, and disclaim beneficial ownership of the shares held by SRFVIII and SRVIII AFF, except to the extent of their pecuniary interest in such shares. Sturiale, Bayless, Dow, Domenik, Jagers, Kimzey, Phipps and Schuele are officers and directors of SRBMC and disclaim beneficial ownership of the shares held directly by SRBMC, in which they have no pecuniary interest. On July 1, 2012, Sturiale became a general partner of SRB and holds shared voting and investment powers with the other general partners, relative to the shares held of record by SRFVIII and SRVIII AFF.

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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