

STURIALE NICHOLAS G

Form 4

July 25, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

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

DALLAS, TX 75240

(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)
			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.

**Persons who respond to the collection of
information contained in this form are not
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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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").

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 (2) 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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