

STURIALE NICHOLAS G
Form 4
October 18, 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 *
STURIALE NICHOLAS G

(Last) (First) (Middle)

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

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/16/2012 | | J | (A) 5,600,000 (1) | D \$ 0 8,070,097 | I (1) | See Footnote |
| Common Stock | 10/16/2012 | | J | (A) 114,000 (2) | D \$ 0 164,961 | I (2) | See Footnote |
| Common Stock | 10/16/2012 | | J | (A) 10,174 (3) | A \$ 0 38,748 | I (3) | See Footnote |
| Common Stock | 10/16/2012 | | J | (A) 59 (4) | A \$ 0 59 | I (4) | See Footnote |
| Common Stock | 10/16/2012 | | J | (A) 271 | A \$ 0 271 | D (5) | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------|--------|-------------------|--------------|
| Common Stock | 10/16/2012 | J | 7,741 | A | \$ 0 | 7,741 | D ⁽⁶⁾ | |
| Common Stock | 10/16/2012 | J | 8,505 | A | \$ 0 | 8,505 | D ⁽⁷⁾ | |
| Common Stock | 10/16/2012 | J | 16,050 | A | \$ 0 | 16,050 | I ⁽⁸⁾ | See Footnote |
| Common Stock | 10/16/2012 | J | 11,895 | A | \$ 0 | 11,895 | D ⁽⁹⁾ | |
| Common Stock | 10/16/2012 | J | 7,741 | A | \$ 0 | 7,741 | D ⁽¹⁰⁾ | |
| Common Stock | 10/16/2012 | J | 14,008 | A | \$ 0 | 14,008 | I ⁽¹¹⁾ | See Footnote |
| Common Stock | 10/16/2012 | J | 7,741 | A | \$ 0 | 7,741 | D ⁽¹²⁾ | |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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 | X | X | | |

DALLAS, TX 75240

BAYLESS JON W
 C/O SEVIN ROSEN FUNDS X
 13455 NOEL ROAD, SUITE 1670
 DALLAS, TX 75240

DOMENIK STEPHEN L
 C/O SEVIN ROSEN FUNDS X
 13455 NOEL ROAD, SUITE 1670
 DALLAS, TX 75240

DOW STEPHEN M
 C/O SEVIN ROSEN FUNDS X
 13455 NOEL ROAD, SUITE 1670
 DALLAS, TX 75240

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

KIMZEY JACKIE R
 SEVIN ROSEN FUNDS X
 13455 NOEL ROAD, SUITE 1670
 DALLAS, TX 75240

PHIPPS CHARLES H
 C/O SEVIN ROSEN FUNDS X
 13455 NOEL ROAD, SUITE 1670
 DALLAS, TX 75240

SCHUELE ALAN R
 C/O SEVIN ROSEN FUNDS X
 13455 NOEL ROAD, SUITE 1670
 DALLAS, TX 75240

Signatures

| | |
|--|------------|
| John V. Jagers, As Attorney-In-Fact For Nicholas G. Sturiale | 10/18/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers, As Attorney-In-Fact For Jon W. Bayless | 10/18/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers, As Attorney-In-Fact For Stephen L. Domenik | 10/18/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers, As Attorney-In-Fact Stephen M. Dow | 10/18/2012 |
| **Signature of Reporting Person | Date |
| John V. Jagers | 10/18/2012 |
| **Signature of Reporting Person | Date |
| | 10/18/2012 |

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John V. Jagers, As Attorney-In-Fact For Jackie R.
Kimzey

**Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For Charles H.
Phipps

10/18/2012

**Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For Alan R.
Schuele

10/18/2012

**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).

- 5,600,000 common shares distributed pro rata by Sevin Rosen Fund VIII L.P. ("SRFVIII") without additional consideration to its partners pursuant to the applicable partnership agreement. Nicholas G. Sturiale ("Sturiale"), Jon W. Bayless ("Bayless"), Stephen L. Domenik ("Domenik"), Stephen M. Dow ("Dow"), 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 disclaim beneficial ownership of these shares except to the extent of their proportionate interest in these shares.
- 114,000 common shares distributed pro rata by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF") without additional consideration to its partners. Sturiale, Bayless, Domenik, Dow, Jagers, Kimzey, Phipps and Schuele are general partners of SRB, the general partner of SRVIII AFF, and disclaim beneficial ownership of these shares except to the extent of their proportionate interest in these shares.
- 10,174 common shares held directly by SRBMC that were acquired (and subsequently retained) in a pro rata distribution from SRVIII AFF to its partners. Sturiale, Bayless, Domenik, Dow, Jagers, Kimzey, Phipps and Schuele are officers and directors of SRBMC and disclaim beneficial ownership or pecuniary interest in the shares held by SRBMC, except to the extent of their proportionate or pecuniary interest in these shares.
- 59 common shares held directly by SRB that were acquired (and subsequently retained) in a pro rata distribution from SRVIII AFF to its partners. Sturiale, Bayless, Domenik, Dow, Jagers, Kimzey, Phipps and Schuele are general partners of SRB and disclaim beneficial ownership of these shares except to the extent of their proportionate interest in these shares.
- (5) Represents 271 common shares held directly by Sturiale that were acquired in a pro rata distribution from SRVIII AFF to its partners.
- (6) Represents 7,741 common shares held directly by Bayless that were acquired in a pro rata distribution by SRVIII AFF to its partners.
- (7) Represents 8,505 common shares held directly by Domenik that were acquired in a pro rata distribution by SRVIII AFF to its partners.
- (8) Represents 16,050 common shares held by The Dow Family Trust ("Dow Trust") that were acquired in a pro rata distribution by SRVIII AFF to its partners. Dow is a trustee and beneficiary of the Dow Trust.
- (9) Represents 11,895 common shares held directly by Jagers that were acquired in a pro rata distribution from SRVIII AFF to its partners.
- (10) Represents 7,741 common shares held directly by Kimzey that were acquired in a pro rata distribution by SRVIII AFF to its partners.
- (11) Represents 14,008 common shares held directly by Las Trampas Financial Services Ltd. ("Las Trampas") that were acquired in a pro rata distribution by SRVIII AFF to its partners. Phipps is a General Partner of Las Trampas.
- (12) Represents 7,741 common shares held directly by Schuele that were acquired in a pro rata distribution from SRVIII AFF to its partners.

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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