SPLUNK INC
Form 8-K
March 08, 2013

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, DC 20549**

# FORM 8-K

### CURRENT REPORT

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**March 7, 2013**

# Splunk Inc.

(Exact name of registrant as specified in its charter)

| **Delaware** | **001-35498** | **86-1106510** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**250 Brannan Street**

**San Francisco, California 94107**

(Address of principal executive offices, including zip code)

**(415) 848-8400**

(Registrant s telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o      Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o      Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o      Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o      Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02**                       **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Approval of Executive Participation in Executive Bonus Plan for Fiscal Year 2014*

On March 7, 2013, the compensation committee (the   Compensation Committee  ) of the board of directors (the   Board  ) of Splunk Inc. (the   Company  ) determined the target awards and payout formulas for fiscal year 2014 under the Company  s previously approved Executive Bonus Plan (the   2014 Bonus Program  ). The Executive Bonus Plan allows the Board or the Compensation Committee to provide cash incentive awards to certain of the Company  s employees, including the Company  s named executive officers, based upon performance goals established by the Board or the Compensation Committee.

For each executive officer participant, the Compensation Committee established a target award equal to a specified percentage of such participant  s base salary in varying ranges from 50% to 100% (the   Participant  s Target Amount  ). The Compensation Committee determined a payout formula for the 2014 Bonus Program in general and for each participant individually measured on revenue growth or bookings. The payout amount can range from 0% to 200% of the Participant  s Target Amount based on actual Company performance for the corporate portion of the 2014 Bonus Program.

The following table shows the target bonus amounts under the 2014 Bonus Program for each of the Company  s named executive officers:

| Named Executive Officer | Title | Participant  s Target Amount |
|---|---|---|
| David F. Conte | Chief Financial Officer | 60% |
| Thomas E. Schodorf | Senior Vice President, Field Operations | 100% |
| Guido Schroeder | Senior Vice President, Products | 50% |
| Leonard R. Stein | Senior Vice President, General Counsel and Secretary | 50% |
| Godfrey R. Sullivan | President, Chief Executive Officer and Chairman | 90% |

*Salary Increase for Executive Officers*

The Compensation Committee set the salary of the following named executive officers effective as of February 1, 2013.

| Named Executive Officer: | FY14 Salary | |
|---|---|---|
| David F. Conte | $ | 315,000 |
| Thomas E. Schodorf | $ | 310,000 |

| | | |
|---|---|---|
| Guido Schroeder | $ | 310,000 |
| Leonard R. Stein | $ | 270,000 |
| Godfrey R. Sullivan | $ | 350,000 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SPLUNK INC.**

By: /s/ David F. Conte
**David F. Conte**
**Senior Vice President and Chief Financial Officer**

Date: March 8, 2013