

BAYLESS JON W
Form 4
April 24, 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 *
JAGGERS JOHN V

(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)
04/24/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/24/2012		C		16,431,632	A	<u>(1)</u>
					16,431,632	I	See Footnote <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	Amount of Shares
Series A Preferred Stock	(1)	04/24/2012		C	10,000,000	(1) (1)	Common Stock	10,000,000
Series B Preferred Stock	(1)	04/24/2014		C	3,981,286	(1) (1)	Common Stock	3,981,286
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
JAGGERS JOHN V C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240		X		
BAYLESS JON W 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		
DOMENIK STEPHEN L 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		X		

DALLAS, TX 75240

SCHUELE ALAN R

C/O SEVIN ROSEN FUNDS

13455 NOEL ROAD, SUITE 1670

DALLAS, TX 75240

X

Signatures

John V. Jagers	04/24/2012
__Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Jon W. Bayless	04/24/2012
__Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Stephen M. Dow	04/24/2012
__Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Stephen L. Domenik	04/24/2012
__Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Jackie R. Kimzey	04/24/2012
__Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Charles H. Phipps	04/24/2012
__Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Alan R. Schuele	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).

Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock automatically converted into Common

(1) 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.

Total common shares of 16,431,632, represents 16,070,097 of such shares held by Sevin Rosen Fund VIII L.P. ("SRFVIII"), 327,961 of such shares held by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF") and 33,574 of such shares held by Sevin Rosen Bayless Management Company ("SRBMC"). John V. Jagers ("Jagers"), Jon W. Bayless ("Bayless"), Stephen M. Dow ("Dow"), Stephen L.

(2) Domenik ("Domenik"), Jackie R. Kimzey ("Kimzey"), Charles H. Phipps ("Phipps") and Alan R. Schuele ("Schuele") are general partners of the general partner of SRFVIII and SRVIII AFF. Messers Jagers, Bayless, Dow, Domenik, Kimzey, Phipps and Schuele disclaim beneficial ownership of these shares except to the extent of his proportionate interest in these shares. As directors of SRBMC they are deemed to have shared voting and dispositive power of these shares and disclaim beneficial ownership with no pecuniary interest.

Total Series A Preferred shares of 10,000,000, represents 9,772,560 of such preferred shares held by SRFVIII, 199,440 of such preferred shares held by SRVIII AFF, and 28,000 of such preferred shares held by SRBMC. Jagers, Bayless, Dow, Domenik, Kimzey, Phipps and

(3) Schuele are general partners of the general partner of SRFVIII and SRVIII AFF, and disclaim beneficial ownership of these shares except to the extent of his proportionate interest in these shares. Jagers, Bayless, Dow, Domenik, Kimzey, Phipps and Schuele are directors of SRBMC and are deemed to have shared voting and dispositive power of these shares and disclaim beneficial ownership with no pecuniary interest in these shares.

(4)

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Total Series B Preferred shares of 3,981,286, represents 3,896,198 of such preferred shares held by SRFVIII, 79,514 of such preferred shares held by SRVIII AFF, and 5,574 of such preferred shares held by SRBMC. Jagers, Bayless, Dow, Domenik, Kimzey, Phipps and Schuele are general partners of the general partner of SRFVIII and SRVIII AFF, and disclaim beneficial ownership of these shares except to the extent of his proportionate interest in these shares. Jagers, Bayless, Dow, Domenik, Kimzey, Phipps and Schuele are directors of SRBMC and are deemed to have shared voting and dispositive power of these shares and disclaim beneficial ownership with no pecuniary interest in these shares.

- (5) 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 shares held by SRVIII AFF. Jagers, Bayless, Dow, Domenik, Kimzey, Phipps and Schuele are general partners of the general partner of SRFVIII and SRVIII AFF, and disclaim beneficial ownership of these shares except to the extent of his proportionate interest in these shares. X E Signature Data Signature of Reporting Person * Date * Remarks (2000 chars max): chars left

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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