

STURIALE NICHOLAS G
Form 4
August 01, 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

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)
08/01/2012

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	08/01/2012		S	508,637 D \$ 27.2613	13,977,632	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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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		
JAGGERS JOHN V 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, As Attorney-In-Fact For Nicholas G. Sturiale	08/01/2012
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Jon W. Bayless	08/01/2012
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Stephen L. Domenik	08/01/2012
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Stephen M. Dow	08/01/2012
**Signature of Reporting Person	Date
John V. Jagers	08/01/2012
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Jackie R. Kimzey	08/01/2012
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Charles H. Phipps	08/01/2012
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Alan R. Schuele	08/01/2012
**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).

(1) Following the reported transaction, 13,670,097 shares are held directly by Sevin Rosen Fund VIII L.P. ("SRF VIII"), 278,961 shares are held directly by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF"), and 28,574 shares are 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.

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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