SPLUNK INC Form 4

December 06, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STURIALE NICHOLAS G Issuer Symbol SPLUNK INC [SPLK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title C/O SEVIN ROSEN FUNDS, 13455 12/05/2013 below) **NOEL ROAD, SUITE 1670** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75240 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount Common 12/05/2013 \$ 0.99 10,815 M 6,250 Α D Stock Common 12/05/2013 $S^{(1)}$ 6.250 D D 4,565 Stock See

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

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SEC 1474 (9-02)

(2)

Footnote

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction	5. Number on Derivativ Securities	6. Date Exer Expiration D (Month/Day	Pate	7. Title and Underlying (Instr. 3 and	Securities
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Acquired (A) or	` ,	,	`	,
	Security				Disposed of (D)				
					(Instr. 3, 4, and 5)				
						Date Exercisable	Expiration Date	Title	Amount or Number of
				Code V	(A) (D)				Shares
Stock Option (right to buy)	\$ 0.99	12/05/2013		M	6,250	(3)	06/20/2020	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
STURIALE NICHOLAS G						
C/O SEVIN ROSEN FUNDS	X					
13455 NOEL ROAD, SUITE 1670	Λ					
DALLAS, TX 75240						

Signatures

/s/ Steve Dean, by power of attorney

**Signature of Reporting Person

12/06/2013 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) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 26, 2013.
- (2) The shares are held directly by SRB Associates VIII L.P. ("SRBA VIII"). The reporting person is a general partner of SRBA VIII and disclaims beneficial ownership of the shares held by SRBA VIII except to the extent of his pecuniary interest in these shares.
- (3) The option is fully vested and immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2