## Edgar Filing: SPLUNK INC - Form 4

| SPLUNK IN  | NC            |          |  |  |           |                  |  |   |                                       |             |  |
|--|---------------|----------|--|--|-----------|------------------|--|---|---------------------------------------|-------------|--|
| Form 4   |               |          |  |  |           |                  |  |   |                                       |             |  |
| July 09, 201   | 5             |          |  |  |           |                  |  |   |                                       |             |  |
| FORM   | ΠΔ            |          |  |  |           |                  |  |   | OMB AF                                | PPROVAL     |  |
|  | UNITE         | ) STATES |  | RITIES A   |           |                  | NGE C  | COMMISSION  | OMB<br>Number:                        | 3235-0287   |  |
| Check th   |               |          |  |  |           |                  |  |   | Expires:                              | January 31, |  |
| if no longer<br>subject to STATEMENT OF CHANGES IN BENEFICIAL OV |               |          |  |  |           | LOW              | NERSHIP OF   | ·   | 2005                                  |             |  |
| Section  |               |          |  | SECUR  | ITIES     |                  |  |   | Estimated average<br>burden hours per |             |  |
| Form 4 o   |               |          |  |  |           |                  |  |   | response 0.8                          |             |  |
| Form 5<br>obligatio  |               |          |  |  |           |                  | •  | e Act of 1934,  |                                       |             |  |
| may con  |               |          |  | •  | •         | · ·              |  | 1935 or Section   | n                                     |             |  |
| <i>See</i> Instr<br>1(b).  |               | 30(h)    | of the In  | vestment   | Compan    | y Ac             | t of 194   | 10  |                                       |             |  |
| (Print or Type   | Responses)    |          |  |  |           |                  |  |   |                                       |             |  |
| STEIN LEONARD R S  |               |          |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>SPLUNK INC [SPLK] |           |                  |  | 5. Relationship of Reporting Person(s) to Issuer  |                                       |             |  |
|  |               |          | 3. Date of Earliest Transaction  |  |           |                  |  | (Check all applicable)  |                                       |             |  |
| (Last)   | (First)       | (Middle) |  |  | ansaction |                  |  | Director  | 100/                                  | Owner       |  |
| C/O SPLUN  | NK INC., 250  |          |  | (Month/Day/Year)<br>07/07/2015   |           |                  |  | Difector<br>X Officer (give   | title 10% Owner                       |             |  |
| BRANNAN  |               |          | 0110112  | 015  |           |                  |  | below)  | below)                                | C           |  |
|  |               |          |  |  |           |                  |  | ,   | eral Counsel &                        |             |  |
| Filed(Mo   |               |          |  | If Amendment, Date Original<br>led(Month/Day/Year)                         |           |                  |  | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |                                       |             |  |
| SAN FRAN   | NCISCO, CA 94 | 107      |  |  |           |                  |  | Person  |                                       | porting     |  |
| (City)   | (State)       | (Zip)    | Tabl   | e I - Non-D  | erivative | Secur            | ities Acq  | uired, Disposed of  | , or Beneficial                       | ly Owned    |  |
| 1.Title of<br>Security<br>(Instr. 3)                             | any           |          | med 3. 4. Securities Acquired<br>on Date, if Transaction(A) or Disposed of (D)<br>Code (Instr. 3, 4 and 5)<br>Day/Year) (Instr. 8) |  |           | d of (D)         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)  |                                       |             |  |
|  |               |          |  | Code V   | Amount    | (A)<br>or<br>(D) | Price  | Transaction(s)<br>(Instr. 3 and 4)  |                                       |             |  |
| Common<br>Stock  | 07/07/2015    |          |  | $S_{(1)}^{(1)}$  | 5,000     | D                | \$<br>68.52  | 125,145   | D                                     |             |  |

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.

 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5.<br>onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | ınt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owna<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |            |                             |       |  |  |  |  |
|---|---------------|------------|-----------------------------|-------|--|--|--|--|
| i o   | Director      | 10% Owner  | Officer                     | Other |  |  |  |  |
| STEIN LEONARD R<br>C/O SPLUNK INC.<br>250 BRANNAN STREET<br>SAN FRANCISCO, CA 94107 |               |            | SVP, General Counsel & Sec. |       |  |  |  |  |
| Signatures  |               |            |                             |       |  |  |  |  |
| /s/ Steve Dean, by power of attorney  |               | 07/09/2015 |                             |       |  |  |  |  |
| **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) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 20, 2015.

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.