

AUGUST CAPITAL III LP
Form 4
December 04, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
AUGUST CAPITAL
MANAGEMENT III LLC

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE
101,

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPLUNK INC [SPLK]

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2012

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	12/03/2012		J ⁽⁴⁾		5,742,307	D	\$ 0 8,203,295	I	See footnote (1)
Common Stock	12/03/2012		J ⁽⁵⁾		305,919	A	\$ 0 305,919	I	See footnote (6)
Common Stock	12/03/2012		J ⁽⁵⁾		640,045	A	\$ 0 640,045	I	See footnote (7)
Common Stock	12/03/2012		J ⁽⁵⁾		395,442	A	\$ 0 395,442	I	See footnote

Common Stock	18,624	I	(8) See footnote (2) (3)
--------------	--------	---	-----------------------------

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. SEC 1474 (9-02)

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

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUGUST CAPITAL MANAGEMENT III LLC 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AUGUST CAPITAL III LP 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AUGUST CAPITAL STRATEGIC PARTNERS III LP 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AUGUST CAPITAL III FOUNDERS FUND LP 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
			X	

JOHNSTON JOHN R
2480 SAND HILL ROAD, SUITE 101
MENLO PARK, CA 94025

RAPPAPORT ANDREW
2480 SAND HILL ROAD, SUITE 101
MENLO PARK, CA 94025

MARQUARDT DAVID F
2480 SAND HILL ROAD, SUITE 101
MENLO PARK, CA 94025

August Capital Management V, L.L.C.
C/O AUGUST CAPITAL
2480 SAND HILL ROAD
MENLO PARK, CA 94025

August Capital V, L.P.
C/O AUGUST CAPITAL
2480 SAND HILL ROAD
MENLO PARK, CA 94025

August Capital Strategic Partners V, L.P.
C/O AUGUST CAPITAL
2480 SAND HILL ROAD
MENLO PARK, CA 94025

X

X

X

X

X

Signatures

/s/ Steven Simonian, by power of attorney for August Capital Management III, L.L.C.	12/04/2012
**Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management III, L.L.C., the General Partner of August Capital III, L.P.	12/04/2012
**Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management III, L.L.C., the General Partner of August Capital Strategic Partners III, L.P.	12/04/2012
**Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management III, L.L.C., the General Partner of August Capital III Founders Fund, L.P.	12/04/2012
**Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management V, L.L.C.	12/04/2012
**Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management V, L.L.C., the General Partner of August Capital V, L.P.	12/04/2012
**Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management V, L.L.C., the General Partner of August Capital Strategic Partners V, L.P.	12/04/2012
**Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for John R. Johnston	12/04/2012

