

STURIALE NICHOLAS G
Form 4
March 06, 2013

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)

03/04/2013

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	03/04/2013		J ⁽¹⁾		3,000,000	D	\$ 0	3,070,097	I	See Footnote (2)
Common Stock	03/04/2013		J ⁽¹⁾		62,500	D	\$ 0	62,461	I	See Footnote (3)
Common Stock	03/04/2013		J ⁽⁴⁾		32	A	\$ 0	111	I	See Footnote (5)
Common Stock	03/04/2013		J ⁽⁴⁾		5,577	A	\$ 0	25,934	I	See Footnote

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								(6)
Common Stock	03/05/2013	S	20,357	D	\$ 37.4556	5,577	I	See Footnote (6)
Common Stock	03/04/2013	J ⁽⁴⁾	149	A	\$ 0	515	D	

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)

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...
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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			

Signatures

John V. Jagers, As Attorney-In-Fact 03/06/2013

**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) Represents a pro rata in-kind distribution, without additional consideration, of Common Stock of the Issuer.

The shares are directly held by Sevin Rosen Fund VIII L.P. ("SRFVIII"). The reporting person is a general partner of SRB Associates

(2) VIII L.P. ("SRBA VIII"), the general partner of SRFVIII, and disclaims beneficial ownership of the shares held by SRFVIII except to the extent of his pecuniary interest in such shares.

The shares are held directly by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF"). The reporting person is a general partner of SRBA

(3) VIII, the general partner of SRVIII AFF, and disclaims beneficial ownership of the shares held by SRVIII AFF except to the extent of his pecuniary interest in such shares.

(4) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distribution described in footnotes (1) and (3) above.

(5) The shares are held directly by 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 such shares.

(6) The shares are held directly by Sevin Rosen Bayless Management Company ("SRBMC"). The reporting person is an officer and director of SRBMC and disclaims beneficial ownership of the shares held by SRBMC except to the extent of his pecuniary interest in such shares.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.26

(7) to \$37.60, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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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