

STURIALE NICHOLAS G

Form 4

October 18, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STURIALE NICHOLAS G

(Last) (First) (Middle)

C/O SEVIN ROSEN FUNDS, 13455
NOEL ROAD, SUITE 1670

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ 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	10/16/2012		J		5,600,000 (1)	D \$ 0 8,070,097	I (1) See Footnote
Common Stock	10/16/2012		J		114,000 (2)	D \$ 0 164,961	I (2) See Footnote
Common Stock	10/16/2012		J		10,174 (3)	A \$ 0 38,748	I (3) See Footnote
Common Stock	10/16/2012		J		59 (4)	A \$ 0 59	I (4) See Footnote
Common Stock	10/16/2012		J		271	A \$ 0 271	D (5)

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Common Stock	10/16/2012	J	7,741	A	\$ 0	7,741	D ⁽⁶⁾	
Common Stock	10/16/2012	J	8,505	A	\$ 0	8,505	D ⁽⁷⁾	
Common Stock	10/16/2012	J	16,050	A	\$ 0	16,050	I ⁽⁸⁾	See Footnote
Common Stock	10/16/2012	J	11,895	A	\$ 0	11,895	D ⁽⁹⁾	
Common Stock	10/16/2012	J	7,741	A	\$ 0	7,741	D ⁽¹⁰⁾	
Common Stock	10/16/2012	J	14,008	A	\$ 0	14,008	I ⁽¹¹⁾	See Footnote
Common Stock	10/16/2012	J	7,741	A	\$ 0	7,741	D ⁽¹²⁾	

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

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(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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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	X	X		

DALLAS, TX 75240

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
DALLAS, TX 75240

X

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

10/18/2012

__Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For Jon W. Bayless

10/18/2012

__Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For Stephen L. Domenik

10/18/2012

__Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact Stephen M. Dow

10/18/2012

__Signature of Reporting Person

Date

John V. Jagers

10/18/2012

__Signature of Reporting Person

Date

10/18/2012

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John V. Jaggers, As Attorney-In-Fact For Jackie R.
Kimzey

__Signature of Reporting Person

Date

John V. Jaggers, As Attorney-In-Fact For Charles H.
Phipps

10/18/2012

__Signature of Reporting Person

Date

John V. Jaggers, As Attorney-In-Fact For Alan R.
Schuele

10/18/2012

__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).

- 5,600,000 common shares distributed pro rata by Sevin Rosen Fund VIII L.P. ("SRFVIII") without additional consideration to its partners pursuant to the applicable partnership agreement. Nicholas G. Sturiale ("Sturiale"), Jon W. Bayless ("Bayless"), Stephen L. Domenik ("Domenik"), Stephen M. Dow ("Dow"), John V. Jaggers ("Jaggers"), 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 disclaim beneficial ownership of these shares except to the extent of their proportionate interest in these shares.
- 114,000 common shares distributed pro rata by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF") without additional consideration to its partners. Sturiale, Bayless, Domenik, Dow, Jaggers, Kimzey, Phipps and Schuele are general partners of SRB, the general partner of SRVIII AFF, and disclaim beneficial ownership of these shares except to the extent of their proportionate interest in these shares.
- 10,174 common shares held directly by SRBMC that were acquired (and subsequently retained) in a pro rata distribution from SRVIII AFF to its partners. Sturiale, Bayless, Domenik, Dow, Jaggers, Kimzey, Phipps and Schuele are officers and directors of SRBMC and disclaim beneficial ownership or pecuniary interest in the shares held by SRBMC, except to the extent of their proportionate or pecuniary interest in these shares.
- 59 common shares held directly by SRB that were acquired (and subsequently retained) in a pro rata distribution from SRVIII AFF to its partners. Sturiale, Bayless, Domenik, Dow, Jaggers, Kimzey, Phipps and Schuele are general partners of SRB and disclaim beneficial ownership of these shares except to the extent of their proportionate interest in these shares.
- (5) Represents 271 common shares held directly by Sturiale that were acquired in a pro rata distribution from SRVIII AFF to its partners.
- (6) Represents 7,741 common shares held directly by Bayless that were acquired in a pro rata distribution by SRVIII AFF to its partners.
- (7) Represents 8,505 common shares held directly by Domenik that were acquired in a pro rata distribution by SRVIII AFF to its partners.
- (8) Represents 16,050 common shares held by The Dow Family Trust ("Dow Trust") that were acquired in a pro rata distribution by SRVIII AFF to its partners. Dow is a trustee and beneficiary of the Dow Trust.
- (9) Represents 11,895 common shares held directly by Jaggers that were acquired in a pro rata distribution from SRVIII AFF to its partners.
- (10) Represents 7,741 common shares held directly by Kimzey that were acquired in a pro rata distribution by SRVIII AFF to its partners.
- (11) Represents 14,008 common shares held directly by Las Trampas Financial Services Ltd. ("Las Trampas") that were acquired in a pro rata distribution by SRVIII AFF to its partners. Phipps is a General Partner of Las Trampas.
- (12) Represents 7,741 common shares held directly by Schuele that were acquired in a pro rata distribution from SRVIII AFF to its partners.

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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