

SEVIN ROSEN FUND VIII LP

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 *
SRB ASSOCIATES VIII LP

(Last) (First) (Middle)

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 ____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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/16/2012		J	5,600,000 (1)	D \$ 0 8,070,097	I	See Footnote (2)
Common Stock	10/16/2012		J	114,000 (3)	D \$ 0 164,961	I	See Footnote (4)
Common Stock	10/16/2012		J	59 (5)	A \$ 0 59	D	

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

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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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 Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOCIATES VIII LP 10000 HOEL ROAD, SUITE 1670 HOUSTON, TX 75240		X		
ROSEN FUND VIII LP 10000 HOEL ROAD, SUITE 1670 HOUSTON, TX 75240		X		
ROSEN VIII AFFILIATES FUND LP 10000 HOEL ROAD, SUITE 1670 HOUSTON, TX 75240		X		

John V. Jagers, As Attorney-In-Fact For SRB Associates VIII L.P.	10/18/2012
__Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Sevin Rosen Fund VIII L.P.	10/18/2012
__Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Sevin Rosen VIII Affiliates Fund L.P.	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).

- (1) 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.

The reported shares are held directly by SRFVIII. SRB Associates VIII L.P. ("SRB") is the general partner of SRFVIII and, in that capacity, has shared voting and dispositive power over such shares. SRB disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

- (3) 114,000 common shares distributed pro rata by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF") without additional consideration to its partners pursuant to the applicable partnership agreement.

The reported shares are held directly by SRVIII AFF. SRB is the general partner of SRVIII AFF and, in that capacity, has shared voting and dispositive power over such shares. SRB disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

- (5) Total common shares of 59 represents shares held directly by SRB that were acquired (and subsequently retained) 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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