

SPLUNK INC
Form 4
July 25, 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 *
Ignition GP III, LLC

(Last) (First) (Middle)

11400 SE 6TH STREET, SUITE 101

(Street)

BELLEVUE, WA 98004

(City) (State) (Zip)

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

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

07/25/2012

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	07/25/2012		S		1,125,819	D	\$ 27.2613	8,342,029	I	See footnote (1)
Common Stock	07/25/2012		S		32,908	D	\$ 27.2613	243,838	I	See footnote (2)

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
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SEC 1474
(9-02)

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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 Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Ignition GP III, LLC 11400 SE 6TH STREET, SUITE 101 BELLEVUE, WA 98004		X		
IGNITION VENTURE PARTNERS III LP 11400 SE 6TH STREET, SUITE 101 BELLEVUE, WA 98004		X		
Ignition Managing Directors Fund III LLC 11400 SE 6TH STREET, SUITE 101 BELLEVUE, WA 98004		X		

Signatures

/s/ Robert Headley, as Managing Director of Ignition GP III, LLC	07/25/2012
__Signature of Reporting Person	Date
/s/ Robert Headley, as Managing Director of Ignition GP III, LLC, the General Partner of Ignition Venture Partners III, L.P.	07/25/2012
__Signature of Reporting Person	Date
/s/ Robert Headley, as Managing Director of Ignition Managing Directors Fund III, LLC	07/25/2012
__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) Shares held of record by Ignition Venture Partners III, L.P. ("Ignition Venture Partners"). Ignition GP III, LLC ("Ignition GP"), the general partner of Ignition Venture Partners, possesses all voting and dispositive power with respect to shares held by Ignition Venture Partners. A board of seven managing directors controls all voting and dispositive power with respect to Ignition Venture Partners. The

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board is comprised of John Connors, Robert Headley, Steve Hooper, John Ludwig, Cameron Myhrvold, Jonathan Roberts and Brad Silverberg. Each of Ignition GP and the seven managing directors disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein.

- (2) Shares held of record by Ignition Managing Directors Fund III, LLC ("Ignition Managing Directors"). A board of seven managing directors controls all voting and dispositive power with respect to shares held by Ignition Managing Directors. The board is comprised of John Connors, Robert Headley, Steve Hooper, John Ludwig, Cameron Myhrvold, Jonathan Roberts and Brad Silverberg. Each of the seven managing directors disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein.

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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