

SPLUNK INC
Form 4
April 24, 2012

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 *
Ignition GP III, LLC

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)
11400 SE 6TH STREET, SUITE 101

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2012

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

BELLEVUE, WA 98004

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

(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 Ownership (Instr. 4)
Common Stock	04/24/2012		C	9,342,308	A <u>11</u> 9,467,848	I	See footnote (2)
Common Stock	04/24/2012		C	273,076	A <u>11</u> 276,746	I	See footnote (3)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Preferred Stock	(1)	04/24/2012		C	9,342,308	(1)	(1)	Common Stock	9,342,308
Series C Preferred Stock	(1)	04/24/2012		C	273,076	(1)	(1)	Common Stock	273,076

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	04/24/2012
_____ **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.	04/24/2012
_____ **Signature of Reporting Person	Date
/s/ Robert Headley, as Managing Director of Ignition Managing Directors Fund III, LLC	04/24/2012
_____ **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) The Series C Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.

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 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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