

AUGUST CAPITAL III LP

Form 4

April 24, 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 *

**AUGUST CAPITAL
MANAGEMENT III LLC**

(Last) (First) (Middle)

**C/O AUGUST CAPITAL, 2480
SAND HILL ROAD, SUITE 101**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

SPLUNK INC [SPLK]

3. Date of Earliest Transaction

(Month/Day/Year)

04/24/2012

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	04/24/2012		C		16,213,766	A <u>(1)</u> <u>(2)</u> <u>(3)</u>	16,406,590	I	See footnote <u>(4)</u> <u>(5)</u>
Common Stock							21,910	I	See footnote <u>(6)</u> <u>(7)</u>

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series A Preferred Stock	<u>(1)</u>	04/24/2012		C	10,000,000	<u>(1)</u> <u>(1)</u>	Common Stock 10,000,000
Series B Preferred Stock	<u>(2)</u>	04/24/2012		C	3,981,286	<u>(2)</u> <u>(2)</u>	Common Stock 3,981,286
Series C Preferred Stock	<u>(3)</u>	04/24/2012		C	2,232,480	<u>(3)</u> <u>(3)</u>	Common Stock 2,232,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUGUST CAPITAL MANAGEMENT III LLC C/O AUGUST CAPITAL 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AUGUST CAPITAL III LP C/O AUGUST CAPITAL 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AUGUST CAPITAL STRATEGIC PARTNERS III LP C/O AUGUST CAPITAL 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AUGUST CAPITAL III FOUNDERS FUND LP C/O AUGUST CAPITAL 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
August Capital Management V, L.L.C. C/O AUGUST CAPITAL 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		

August Capital V, L.P. C/O AUGUST CAPITAL 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
August Capital Strategic Partners V, L.P. C/O AUGUST CAPITAL 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
JOHNSTON JOHN R C/O AUGUST CAPITAL 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
MARQUARDT DAVID F C/O AUGUST CAPITAL 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
RAPPAPORT ANDREW C/O AUGUST CAPITAL 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X

Signatures

/s/ Steven Simonian, by power of attorney for August Capital Management III, L.L.C.	04/24/2012
__Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management III, L.L.C., the General Partner of August Capital III, L.P.	04/24/2012
__Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management III, L.L.C., the General Partner of August Capital Strategic Partners III, L.P.	04/24/2012
__Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management III, L.L.C., the General Partner of August Capital III Founders Fund, L.P.	04/24/2012
__Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management V, L.L.C.	04/24/2012
__Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management V, L.L.C., the General Partner of August Capital V, L.P.	04/24/2012
__Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for August Capital Management V, L.L.C., the General Partner of August Capital Strategic Partners V, L.P.	04/24/2012
__Signature of Reporting Person	Date
/s/ Steven Simonian, by power of attorney for John R. Johnston	04/24/2012
__Signature of Reporting Person	Date

/s/ Steven Simonian, by power of attorney for David F. Marquardt

04/24/2012

____Signature of Reporting Person

Date

/s/ Steven Simonian, by power of attorney for Andrew S. Rappaport

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 A 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.
- (2) The Series B 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.
- (3) 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.
- (4) Shares held of record by August Capital III, L.P. ("August III"), as nominee for August III (15,015,548 shares), August Capital Strategic Partners III, L.P. (273,662 shares)("August Strategic III"), August Capital III Founders Fund (842,316 shares)("August III Founders") and related individuals. August Capital Management III, L.L.C. ("ACM III"), the general partner of each of August III, August Strategic III and August III Founders, may be deemed to have sole voting and investment power over the reported shares of the Issuer's common stock. John R. Johnston, David F. Marquardt and Andrew S. Rappaport, as members of ACM III, share voting and investment power over the reported shares of the Issuer's common stock.
- (5) August III, August Strategic III, August III Founders and ACM III and each of its members disclaim beneficial ownership of these shares of Issuer's common stock except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that August III, August Strategic III, August III Founders or ACM III or any of its members is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (6) Shares held of record by August Capital V, L.P. ("August V"), as nominee for August V (21,572 shares), August Capital Strategic Partners V, L.P. (184 shares) ("August Strategic V") and related individuals. August Capital Management V, L.L.C. ("ACM V"), the general partner of each of August V and August Strategic V, may be deemed to have sole voting and investment power over the reported shares of the Issuer's common stock.
- (7) Howard Hartenbaum, David M. Hornik, John R. Johnston, David F. Marquardt, Vivek Mehra and Andrew S. Rappaport, as members of ACM V, share voting and investment power over the reported shares of the Issuer's common stock. August V, August Strategic V and ACM V and each of its members disclaim beneficial ownership of these shares of the Issuer's common stock except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that August V, August Strategic V or ACM V or any of its members is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Remarks:

John R. Johnston, David F. Marquardt and Andrew S. Rappaport are the members of ACM III, which serves as the general partner.

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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