

SEVIN ROSEN FUND VIII LP  
Form 4  
July 25, 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 \*  
SRB ASSOCIATES VIII LP

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)  
13455 NOEL ROAD, SUITE 1670  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/25/2012

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

DALLAS, TX 75240

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 07/25/2012                           |  | S                              |   | 1,902,555   | D  | \$ 27.2613                                 |
|                                 |                                      |  |                                |   |   |  | 14,167,542                                 |
|                                 |                                      |  |                                |   |   |  |  |
| Common Stock                    | 07/25/2012                           |  | S                              |   | 38,844  | D  | \$ 27.2613                                 |
|                                 |                                      |  |                                |   |   |  | 289,117                                    |
|                                 |                                      |  |                                |   |   |  |  |

See Footnote (1)

See Footnote (2)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| SRB ASSOCIATES VIII LP<br>13455 NOEL ROAD, SUITE 1670<br>DALLAS, TX 75240              |               | X         |         |       |
| SEVIN ROSEN FUND VIII LP<br>13455 NOEL ROAD, SUITE 1670<br>DALLAS, TX 75240            |               | X         |         |       |
| SEVIN ROSEN VIII AFFILIATES FUND LP<br>13455 NOEL ROAD, SUITE 1670<br>DALLAS, TX 75240 |               | X         |         |       |

## Signatures

John V. Jagers, As  
Attorney-In-Fact  
07/25/2012  
Date

\*\*Signature of Reporting Person

John V. Jagers, As  
Attorney-In-Fact  
07/25/2012  
Date

\*\*Signature of Reporting Person

John V. Jagers, As  
Attorney-In-Fact  
07/25/2012  
Date

\*\*Signature of Reporting Person

## 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).

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(1) The reported shares are held directly by Sevin Rosen Fund VIII L.P. ("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.

(2) The reported shares are held directly by Sevin Rosen VIII Affiliates Fund L.P. ("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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.