

SPLUNK INC
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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common Stock | 04/24/2012 | | C | 9,342,308 | A 11 9,467,848 | I | See footnote (2) |
| Common Stock | 04/24/2012 | | C | 273,076 | A 11 276,746 | I | See footnote (3) |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: SPLUNK INC - Form 4

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 | <u>(1)</u> | 04/24/2012 | | C | 9,342,308 | <u>(1)</u> <u>(1)</u> | Common Stock 9,342,30 |
| Series C Preferred Stock | <u>(1)</u> | 04/24/2012 | | C | 273,076 | <u>(1)</u> <u>(1)</u> | 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.
- (3) 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.

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.