

SPLUNK INC  
 Form 5  
 February 24, 2016

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 SULLIVAN GODFREY

(Last) (First) (Middle)

C/O SPLUNK INC., 250  
 BRANNAN STREET

(Street)

SAN FRANCISCO, CA 94107

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 01/31/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock                    | 10/16/2015                           | ^  | G                              | 200   | D          | \$ 0  | 491,740  | D  | ^                                 |
| Common Stock                    | 12/09/2015                           | ^  | G                              | 200   | D          | \$ 0  | 691,540 <sup>(1)</sup>   | D  | ^                                 |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 900,000 <sup>(2)</sup>   | I  | See footnote <sup>(3)</sup>       |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 12,900   | I  | See footnote <sup>(4)</sup>       |

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

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SEC 2270 (9-02)

**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. of D Se B O E Is FI (I  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable (A)                                     | Expiration Date (D)   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                       |                          |                          |                          |
|--|-------------------------------------|--------------------------|--------------------------|--------------------------|
|  | Director                            | 10% Owner                | Officer                  | Other                    |
| SULLIVAN GODFREY<br>C/O SPLUNK INC.<br>250 BRANNAN STREET<br>SAN FRANCISCO, CA 94107 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Signatures

/s/ Steve Dean, by power of attorney 02/24/2016

\*\*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) Includes 200,000 shares previously held directly by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which the Reporting Person serves as a trustee (the "Trust"). The shares were re-registered on December 9, 2015 and are now held directly by the Reporting Person.
  - (2) Excludes 200,000 shares previously held directly by the Trust which were re-registered on December 9, 2015 and are now held directly by the Reporting Person.
  - (3) Shares held directly by the Trust.
  - (4) Shares held directly by the Reporting Person's younger daughter. The Reporting Person disclaims beneficial ownership of the shares, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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