

JK&B CAPITAL IV 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JK&B Capital IV, L.L.C.

(Last) (First) (Middle)

C/O JK&B CAPITAL, TWO
PRUDENTIAL PLAZA, 180 N.
STETSON AVENUE, SUITE 4500

(Street)

CHICAGO, IL 60601

(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		12,997,790	A	<u>(1)</u> <u>(2)</u>	12,997,790	I	See footnote <u>(3)</u>
Common Stock	04/24/2012		C		1,130,242	A	<u>(1)</u> <u>(2)</u>	1,130,242	I	See footnote <u>(4)</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)

number.

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 B Preferred Stock	(1)	04/24/2012		C	11,208,120	(1)	(1)	Common Stock	11,208,120
Series B Preferred Stock	(1)	04/24/2012		C	974,620	(1)	(1)	Common Stock	974,620
Series C Preferred Stock	(2)	04/24/2012		C	1,789,670	(2)	(2)	Common Stock	1,789,670
Series C Preferred Stock	(2)	04/24/2012		C	155,622	(2)	(2)	Common Stock	155,622

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JK&B Capital IV, L.L.C. C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA 180 N. STETSON AVENUE, SUITE 4500 CHICAGO, IL 60601		X		
JK&B Management IV, L.P. C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA 180 N. STETSON AVENUE, SUITE 4500 CHICAGO, IL 60601		X		
JK&B CAPITAL IV LP C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA 180 N. STETSON AVENUE, SUITE 4500 CHICAGO, IL 60601		X		
JK&B CAPITAL IV QIP LP C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA 180 N. STETSON AVENUE, SUITE 4500		X		

CHICAGO, IL 60601

KRONFELD DAVID

C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA

180 N. STETSON AVENUE, SUITE 4500

CHICAGO, IL 60601

X

Signatures

/s/ JK&B Capital IV, L.L.C., by Nancy O'Leary, by power of attorney for David Kronfeld, its Managing Member

04/24/2012

__Signature of Reporting Person

Date

/s/ JK&B Management IV, L.P., by JK&B Capital IV, L.L.C., its General Partner, by Nancy O'Leary, by power of attorney for David Kronfeld, its Managing Member

04/24/2012

__Signature of Reporting Person

Date

/s/ JK&B Capital IV, L.P., by JK&B Management IV, L.P., its General Partner, by JK&B Capital IV, L.L.C., its General Partner, by Nancy O'Leary, by power of attorney for David Kronfeld, its Managing Member

04/24/2012

__Signature of Reporting Person

Date

/s/ JK&B Capital IV QIP, L.P., by JK&B Management IV, L.P., its General Partner, by JK&B Capital IV, L.L.C., its General Partner, by Nancy O'Leary, by power of attorney for David Kronfeld, its Managing Member

04/24/2012

__Signature of Reporting Person

Date

/s/ Nancy O'Leary, by power of attorney for David Kronfeld

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 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.

(2) 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 are held directly by JK&B Capital IV, L.P. ("JK&B"). JK&B Management IV, L.P. ("JK&B Management") is the general partner of JK&B. David Kronfeld ("Kronfeld") is the managing member of JK&B Capital IV, L.L.C. ("JK&B Capital"), the general partner of JK&B Management. Each of JK&B Management, JK&B Capital and Kronfeld may be deemed to have sole voting and dispositive power over the shares which are held directly by JK&B, but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(4) Shares are held directly by JK&B Capital IV QIP, L.P. ("JK&B QIP"). JK&B Management is the general partner of JK&B QIP. Kronfeld is the managing member of JK&B Capital, the general partner of JK&B Management. Each of JK&B Management, JK&B Capital and Kronfeld may be deemed to have sole voting and dispositive power over the shares which are held directly by JK&B QIP, but each disclaims beneficial ownership of such shares except to the extent of their 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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