

AUGUST CAPITAL III LP
 Form 4
 December 04, 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 *
**AUGUST CAPITAL
 MANAGEMENT III LLC**

(Last) (First) (Middle)

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)
 12/03/2012

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 12/03/2012 | | J ⁽⁴⁾ | 5,742,307 | D | \$ 0 | 8,203,295 | I | See footnote (1) |
| Common Stock | 12/03/2012 | | J ⁽⁵⁾ | 305,919 | A | \$ 0 | 305,919 | I | See footnote (6) |
| Common Stock | 12/03/2012 | | J ⁽⁵⁾ | 640,045 | A | \$ 0 | 640,045 | I | See footnote (7) |
| Common Stock | 12/03/2012 | | J ⁽⁵⁾ | 395,442 | A | \$ 0 | 395,442 | I | See footnote |

| | | | |
|--------------|--------|---|-----------------------------|
| Common Stock | 18,624 | I | (8) See footnote (2) (3) |
|--------------|--------|---|-----------------------------|

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 Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AUGUST CAPITAL MANAGEMENT III LLC 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025 | | X | | |
| AUGUST CAPITAL III LP 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025 | | X | | |
| AUGUST CAPITAL STRATEGIC PARTNERS III LP 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025 | | X | | |
| AUGUST CAPITAL III FOUNDERS FUND LP 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025 | | X | | |
| | | | X | |

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| | |
|---|------------|
| __Signature of Reporting Person | Date |
| /s/ Steven Simonian, by power of attorney for David F. Marquardt | 12/04/2012 |
| __Signature of Reporting Person | Date |
| /s/ Steven Simonian, by power of attorney for Andrew S. Rappaport | 12/04/2012 |
| __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) Shares held of record by August Capital III, L.P. ("August III"), as nominee for August III (7,507,775 shares), August Capital Strategic Partners III, L.P. (136,831 shares)("August Strategic III"), August Capital III Founders Fund, L.P. (421,157 shares)("August III Founders") and related individuals. August Capital Management III, L.L.C. ("ACM III"), the general partner 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 stock.
 - (2) Shares held of record by August Capital V, L.P. ("August V"), as nominee for August V (18,336 shares), August Capital Strategic Partners V, L.P. (156 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.
 - (3) 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 stock.
 - (4) Distributed pro rata by the partnership without additional consideration to its partners pursuant to the partnership agreement.
 - (5) Distributed pro rata by ACM III without additional consideration to its members and assignees pursuant to the operating agreement.
 - (6) Shares held by John R. Johnston.
 - (7) Shares held by David F. Marquardt.
 - (8) Shares held by Andrew S. Rappaport.

Remarks:

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the

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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