

SPLUNK INC  
Form 4  
March 14, 2017

**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

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(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O SPLUNK INC., 270  
BRANNAN STREET**

(Street)

**SAN FRANCISCO, CA 94107**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**SPLUNK INC [SPLK]**

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

**03/10/2017**

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 Filing(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 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	03/10/2017		M	25,000 A	\$ 0.565	902,926	D
Common Stock	03/10/2017		S <sup>(1)</sup>	48,750 D	\$ 60.57 (2)	854,176	D
Common Stock	03/13/2017		M	25,000 A	\$ 0.565	879,176	D
Common Stock	03/13/2017		S <sup>(1)</sup>	38,659 D	\$ 61.1 (3)	840,517	D
Common Stock	03/13/2017		S <sup>(1)</sup>	1,341 D	\$ 61.62	839,176	D

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Common Stock	03/14/2017	M	25,000	A	<sup>(4)</sup> \$ 0.565	864,176	D	
Common Stock	03/14/2017	S <sup>(1)</sup>	40,000	D	<sup>(5)</sup> \$ 60.78	824,176	D	
Common Stock						100,000	I	See footnote <sup>(6)</sup>

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

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SEC 1474  
(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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 0.565	03/10/2017		M	25,000	<sup>(7)</sup> 09/16/2018	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 0.565	03/13/2017		M	25,000	<sup>(7)</sup> 09/16/2018	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 0.565	03/14/2017		M	25,000	<sup>(7)</sup> 09/16/2018	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
SULLIVAN GODFREY C/O SPLUNK INC. 270 BRANNAN STREET SAN FRANCISCO, CA 94107	X

## Signatures

/s/ Steve Dean, by power of  
attorney

03/14/2017

\_\_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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 4, 2015.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.06 to \$60.95 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (5) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.54 to \$61.51 inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.54 to \$61.69 inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.30 to \$61.17 inclusive.

(6) Shares held directly by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which the Reporting Person serves as a trustee.

(7) The option is fully vested and immediately exercisable.

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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