

SEVIN ROSEN FUND VIII LP
Form 4
October 18, 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 *
SRB ASSOCIATES VIII LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
13455 NOEL ROAD, SUITE 1670

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2012

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

DALLAS, TX 75240

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	10/16/2012		J	5,600,000 ⁽¹⁾	D \$ 0 8,070,097	I	See Footnote <u>(2)</u>
Common Stock	10/16/2012		J	114,000 ⁽³⁾	D \$ 0 164,961	I	See Footnote <u>(4)</u>
Common Stock	10/16/2012		J	59 ⁽⁵⁾	A \$ 0 59	D	

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

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SEC 1474
(9-02)

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) 5,600,000 common shares distributed pro rata by Sevin Rosen Fund VIII L.P. ("SRFVIII") without additional consideration to its partners pursuant to the applicable partnership agreement.

(2) The reported shares are held directly by SRFVIII. SRB Associates VIII L.P. ("SRB") is the general partner of SRFVIII and, in that capacity, has shared voting and dispositive power over such shares. SRB disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

(3) 114,000 common shares distributed pro rata by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF") without additional consideration to its partners pursuant to the applicable partnership agreement.

(4) The reported shares are held directly by SRVIII AFF. SRB is the general partner of SRVIII AFF and, in that capacity, has shared voting and dispositive power over such shares. SRB disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

(5) Total common shares of 59 represents shares held directly by SRB that were acquired (and subsequently retained) in a pro rata distribution from SRVIII AFF to its partners.

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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