

SPLUNK INC
Form SC 13G/A
February 12, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Splunk, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

848637104

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 21 Pages

Exhibit Index Contained on Page 20

CUSIP NO. 848637104 13 G Page 2 of 21

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON
August Capital III, L.P. ("August III")
2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

(a) (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH
5 SOLE VOTING POWER
0 shares
6 SHARED VOTING POWER
See response to row 5.
7 SOLE DISPOSITIVE POWER
0 shares
8 SHARED DISPOSITIVE POWER
See response to row 7.
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSONH
10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW
9 0.0%
12 TYPE OF REPORTING PERSON* PN

CUSIP NO. 848637104 13 G Page 3 of 21

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON
August Capital Strategic Partners III,
L.P. ("August Strategic III")
2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*
(a) (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH
5 SOLE VOTING POWER
0 shares
6 SHARED VOTING POWER
See response to row 5.
7 SOLE DISPOSITIVE POWER
0 shares
8 SHARED DISPOSITIVE POWER
See response to row 7.
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSONH
10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW
9 0.0%
12 TYPE OF REPORTING PERSON* PN

CUSIP NO. 848637104 13 G Page 4 of 21

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON
August Capital III Founders Fund, L.P.
("August III Founders")

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
0 shares

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSONH
CHECK BOX IF THE AGGREGATE
10 AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW
9 0.0%

12 TYPE OF REPORTING PERSON* PN

CUSIP NO. 848637104 13 G Page 5 of 21

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON
August Capital Management III, L.L.C.
("ACM III")
2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

3 (a) (b)
SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH
5 SOLE VOTING POWER
0 shares

6 SHARED VOTING POWER
See response to row 5.
7 SOLE DISPOSITIVE POWER
0 shares
8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSONH
10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW
9 0.0%
12 TYPE OF REPORTING PERSON* OO

CUSIP NO. 848637104 13 G Page 6 of 21

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON
August Capital V, L.P. ("August V")
2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

(a) (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH
5 SOLE VOTING POWER
0 shares
6 SHARED VOTING POWER
See response to row 5.
7 SOLE DISPOSITIVE POWER
0 shares
8 SHARED DISPOSITIVE POWER
See response to row 7.
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSONH
10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9
0.0%
12 TYPE OF REPORTING PERSON* PN

CUSIP NO. 848637104 13 G Page 7 of 21

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON
 August Capital Strategic Partners V,
 L.P. ("August Strategic V")

2 CHECK THE APPROPRIATE BOX IF
 A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF
 4 ORGANIZATION
 Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER
 0 shares

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSONH
 CHECK BOX IF THE AGGREGATE
 10 AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW
 9 0.0%

12 TYPE OF REPORTING PERSON* PN

CUSIP NO. 848637104 13 G Page 8 of 21

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON
 August Capital Management V, L.L.C.
 ("ACM V")

2 CHECK THE APPROPRIATE BOX IF
 A MEMBER OF A GROUP*

3 (a) (b)

4 SEC USE ONLY
 CITIZENSHIP OR PLACE OF
 ORGANIZATION
 Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER
 0 shares

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSONH

10 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW
 9 0.0%

12 TYPE OF REPORTING PERSON* OO

CUSIP NO. 848637104 13 G Page 9 of 21

1 NAME OF REPORTING PERSON
 Howard Hartenbaum ("Hartenbaum")
 CHECK THE APPROPRIATE BOX IF
 2 A MEMBER OF A GROUP*

(a) (b)
 3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF
 ORGANIZATION

4 U.S. Citizen

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | 0 | shares |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | 0 | shares |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | 0 | shares |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | 0 | shares |

9 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSONH
 CHECK BOX IF THE AGGREGATE
 10 AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*
 PERCENT OF CLASS REPRESENTED
 11 BY AMOUNT IN ROW
 9 0.0%
 12 TYPE OF REPORTING PERSON* IN

CUSIP NO. 848637104 13 G Page 10 of 21

1 NAME OF REPORTING PERSON
 David M. Hornik ("Hornik")
 CHECK THE APPROPRIATE BOX IF
 2 A MEMBER OF A GROUP*

(a) (b)
 3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF
 ORGANIZATION

4 U.S. Citizen

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | 0 | shares |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | 0 | shares |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | 0 | shares |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | 0 | shares |

9 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSONH
 CHECK BOX IF THE AGGREGATE
 10 AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*
 PERCENT OF CLASS REPRESENTED
 11 BY AMOUNT IN ROW
 9 0%

12 TYPE OF REPORTING PERSON* IN

CUSIP NO. 848637104 13 G Page 11 of 21

1 NAME OF REPORTING PERSON
 John R. Johnston (“Johnston”)
 CHECK THE APPROPRIATE BOX IF
 2 A MEMBER OF A GROUP*

(a) (b)
 3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF
 ORGANIZATION

4 U.S. Citizen

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 255,919 shares |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 0 shares |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 255,919 shares |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | | 0 shares |

9 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 55,919
 CHECK BOX IF THE AGGREGATE
 10 AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*
 PERCENT OF CLASS REPRESENTED
 11 BY AMOUNT IN ROW
 9 0.2%

12 TYPE OF REPORTING PERSON* IN

1 NAME OF REPORTING PERSON
David F. Marquardt ("Marquardt")
CHECK THE APPROPRIATE BOX IF
2 A MEMBER OF A GROUP*

(a) (b)
3 SEC USE ONLY
CITIZENSHIP OR PLACE OF
4 ORGANIZATION

U.S. Citizen
NUMBER OF 5 SOLE VOTING POWER
SHARES 340,045 shares
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 shares
EACH 7 SOLE DISPOSITIVE POWER
REPORTING 340,045 shares
PERSON 8 SHARED DISPOSITIVE POWER
WITH 0 shares
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON 40,045
CHECK BOX IF THE AGGREGATE
10 AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
PERCENT OF CLASS REPRESENTED
11 BY AMOUNT IN ROW
9 0.3%
12 TYPE OF REPORTING PERSON* IN

CUSIP NO. 848637104 13 G Page 13 of 21

NAME OF REPORTING PERSON

1 Vivek Mehra ("Mehra")

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2 (a) (b)
3 SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4 U.S. Citizen

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | 0 | shares |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | 0 | shares |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | 0 | shares |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | 0 | shares |

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSONH
CHECK BOX IF THE AGGREGATE
10 AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
PERCENT OF CLASS REPRESENTED
11 BY AMOUNT IN ROW
9 0.0%

12 TYPE OF REPORTING PERSON* IN

CUSIP NO. 848637104 13 G Page 14 of 21

NAME OF REPORTING PERSON

1 Andrew S. Rappaport ("Rappaport")

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2 (a) (b)
3 SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4 U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 shares
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 shares
EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0 shares
PERSON 8 SHARED DISPOSITIVE POWER
WITH 0 shares

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSONH
10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW
9 0%
12 TYPE OF REPORTING PERSON* IN

This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by August Capital III, L.P., a Delaware limited partnership (“August III”), August Capital Strategic Partners III, L.P., a Delaware limited partnership (“August Strategic III”), August Capital III Founders Fund, L.P., a Delaware limited partnership (“August III Founders”), August Capital Management III, L.L.C., a Delaware limited liability company (“ACM III”), August Capital V, L.P., a Delaware limited partnership (“August V”), August Capital Strategic Partners V, L.P., a Delaware limited partnership (“August Strategic V”), August Capital Management V, L.L.C., a Delaware limited liability company (“ACM V”), Howard Hartenbaum (“Hartenbaum”), David M. Hornik (“Hornik”), John R. Johnston (“Johnston”), David F. Marquardt (“Marquardt”), Vivek Mehra (“Mehra”) and Andrew S. Rappaport (“Rappaport”) (together with all prior and current amendments thereto, this “Schedule 13G”).

ITEM 1(A). NAME OF ISSUER

Splunk, Inc.

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

San Francisco, CA
94107
250 Brannan Street

ITEM 2(A). NAME OF PERSONS FILING

This Schedule 13G is filed by August III, August Strategic III, August III Founders, ACM III, August V, August Strategic V, and ACM V, and Hartenbaum, Hornik, Johnston, Marquardt, Mehra and Rappaport. The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

ACM III is the general partner of August III, August Strategic III and August III Founders, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by August III, August Strategic III and August III Founders. Johnston, Marquardt and Rappaport are members of ACM III, and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by August III, August Strategic III and August III Founders.

ACM V is the general partner of August V and August Strategic V, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by August V and August Strategic V. Hartenbaum, Hornik, Johnston, Marquardt, Mehra and Rappaport are members of ACM V, and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by August V and August Strategic V.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

August Capital
2480 Sand Hill Road
Suite 101
Menlo Park, California 94025

ITEM 2(C) CITIZENSHIP

August III, August Strategic III, August III Founders, August V and August Strategic V are Delaware limited partnerships. ACM III and ACM V are Delaware limited liability companies. Hartenbaum, Hornik, Johnston, Marquardt, Mehra and Rappaport are United States citizens.

ITEM 2(D) TITLE OF CLASS OF SECURITIES

Common Stock, \$0.001 par value

ITEM 2(E) CUSIP NUMBER

848637104

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2013.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: Yes

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Please see Item 5.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2014 **August Capital III, L.P.**

By: August Capital Management III, L.L.C.
Its: General Partner

By: /s/ Jeffrey Bloom
Jeffrey Bloom, Attorney-in-fact*

**August Capital Strategic Partners III,
L.P.**

By: August Capital Management III, L.L.C.
Its: General Partner

By: /s/ Jeffrey Bloom
Jeffrey Bloom, Attorney-in-fact*

August Capital III Founders Fund, L.P.

By: August Capital Management III, L.L.C.
Its: General Partner

By: /s/ Jeffrey Bloom
Jeffrey Bloom, Attorney-in-fact*

August Capital Management III, L.L.C.

By: /s/ Jeffrey Bloom
Jeffrey Bloom, Attorney-in-fact*

August Capital V, L.P.

By: August Capital Management V, L.L.C.
Its: General Partner

By: /s/ Jeffrey Bloom
Jeffrey Bloom, Attorney-in-fact*

**August Capital Strategic Partners V,
L.P.**

By: August Capital Management V, L.L.C.
Its: General Partner

By: /s/ Jeffrey Bloom
Jeffrey Bloom, Attorney-in-fact*

August Capital Management V, L.L.C.

By: /s/ Jeffrey Bloom
Jeffrey Bloom, Attorney-in-fact*

**Howard Hartenbaum
David M. Hornik
John R. Johnston
David F. Marquardt
Vivek Mehra
Andrew S. Rappaport**

/s/ Jeffrey Bloom
Jeffrey Bloom, Attorney-in-fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

CUSIP NO. 848637104 13 G Page 20 of 21

EXHIBIT INDEX

| <u>Exhibit</u> | <u>Found on Sequentially Numbered Page</u> |
|----------------|--|
|----------------|--|

| | |
|--------------------------------------|----|
| Exhibit A: Agreement of Joint Filing | 21 |
|--------------------------------------|----|

exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Splunk, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.