

SPLUNK INC
Form DEFA14A
April 26, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

Splunk Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

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- 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 8, 2017.**

SPLUNK INC.

*SPLUNK INC.
270 BRANNAN STREET
SAN FRANCISCO, CA 94107*

Meeting Information

| | |
|--|-------------------------------------|
| Meeting Type: | Annual Meeting |
| For holders as of: | April 13, 2017 |
| Date: June 8, 2017 | Time: 3:30 p.m. Pacific Time |
| Location: 139 Townsend Street, Suite 150 San Francisco, CA 94107 | |

You are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. To elect three Class II directors:

Nominees:

- | | |
|-----|-------------------|
| 1a. | John Connors |
| 1b. | Patricia Morrison |
| 1c. | Stephen Newberry |

The Board of Directors recommends you vote FOR proposals 2 and 3.

- | | |
|----|---|
| 2. | To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2018. |
| 3. | To approve, on an advisory basis, the compensation of our named executive officers, as described in the proxy statement. |

NOTE: To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

