

Merritt Douglas
Form 4
June 13, 2018

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 *
Merritt Douglas

(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)
06/12/2018

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)
President and CEO

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | | | | |
| Common Stock | 06/12/2018 | | S ⁽¹⁾ | 6,042 D | \$ 116.93 293,095 | D | |
| | | | | | (2) | | |
| Common Stock | 06/12/2018 | | S ⁽¹⁾ | 6,511 D | \$ 117.65 286,584 | D | |
| | | | | | (3) | | |
| Common Stock | 06/12/2018 | | S ⁽¹⁾ | 2,800 D | \$ 119.02 283,784 | D | |
| | | | | | (4) | | |
| Common Stock | 06/12/2018 | | S ⁽¹⁾ | 900 D | \$ 282,884 119.58 | D | |

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| | | | | | (5) | | |
|--------------|------------|------------------|-------|---|---------------------|---------|---|
| Common Stock | 06/13/2018 | S ⁽⁶⁾ | 8,316 | D | \$ 117.7 (7) | 274,568 | D |
| Common Stock | 06/13/2018 | S ⁽⁶⁾ | 8,280 | D | \$ 118.44 (8) | 266,288 | D |
| Common Stock | 06/13/2018 | S ⁽⁶⁾ | 100 | D | \$ 119.2 | 226,188 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Merritt Douglas C/O SPLUNK INC. 270 BRANNAN STREET SAN FRANCISCO, CA 94107 | X | | President and CEO | |

Signatures

/s/ Steve Dean, by power of attorney
06/13/2018

**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 reported shares were sold to satisfy the Reporting Person's tax liability in connection with the vesting of restricted stock units ("RSUs") and performance units ("PSUs").

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.37 to \$117.36, 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) and (7) through (8) 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 \$117.37 to \$118.36, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.41 to \$119.39, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.41 to \$119.76, inclusive.

(6) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 28, 2017.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.085 to \$118.08, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.09 to \$118.68, inclusive.

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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