SPLUNK INC Form 4 April 02, 2015

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

obligations

may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

burden hours per

response...

Form filed by More than One Reporting

Section 16.

Form 4 or
Form 5

Filed pursuant to Section 16(a) of the Secur

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Neustaetter Thomas M Issuer Symbol SPLUNK INC [SPLK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction X\_ Director (Month/Day/Year) 10% Owner Officer (give title \_ Other (specify C/O JK&B CAPITAL, TWO 03/31/2015 PRUDENTIAL PLAZA, 180 N. STETSON DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

CHICAGO, IL 60601

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |        |                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)      | 7. Nature of Indirect Beneficial Ownership |            |
|--------------------------------------|---|---|---|--------|------------------|---|---|--|------------|
|                                      |   | , ,   | Code V  | Amount | (A)<br>or<br>(D) | Price   | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (Instr. 4)                                 | (Instr. 4) |
| Common<br>Stock                      | 03/31/2015                              |   | S <u>(1)</u>  | 438    | D                | \$<br>59.56<br>(2)                                  | 9,126   | 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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: SPLUNK INC - Form 4

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exer        | cisable and     | 7. Title a | and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|------------|--------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D        | ate             | Amount     | of     | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day          | Year)           | Underlyi   | ing    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e                   |                 | Securitie  | es     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities | 3                   |                 | (Instr. 3  | and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |                     |                 |            |        |             | Follo  |
|             |             |                     |                    |            | (A) or     |                     |                 |            |        |             | Repo   |
|             |             |                     |                    |            | Disposed   |                     |                 |            |        |             | Trans  |
|             |             |                     |                    |            | of (D)     |                     |                 |            |        |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |                     |                 |            |        |             |        |
|             |             |                     |                    |            | 4, and 5)  |                     |                 |            |        |             |        |
|             |             |                     |                    |            |            |                     |                 | ٨          | mount  |             |        |
|             |             |                     |                    |            |            |                     |                 | 01         |        |             |        |
|             |             |                     |                    |            |            | Date<br>Exercisable | Expiration Date |            | umber  |             |        |
|             |             |                     |                    |            |            |                     |                 | of         |        |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |                     |                 |            | hares  |             |        |

# **Reporting Owners**

Relationships

Reporting Owner Name / Address 10% Officer Other Director Owner

Neustaetter Thomas M C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA 180 N. STETSON DRIVE CHICAGO, IL 60601



## **Signatures**

/s/ Steve Dean, by power of attorney

04/02/2015

\*\*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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 13, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.47 to \$59.67, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the **(2)** Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2