

SPLUNK INC
Form 3
June 14, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Å Sommer Steven R

(Last) (First) (Middle)

C/O SPLUNK INC., Å 250
BRANNAN STREET

(Street)

SAN
FRANCISCO, Å CAA Å 94107

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/13/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
SVP & Chief Marketing Officer

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

79,410

D ⁽¹⁾

Å

Common Stock

395,905

I

See footnote ⁽²⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (3)	04/21/2020	Common Stock	8,334	\$ 0.99	D	Â
Employee Stock Option (right to buy)	Â (4)	03/16/2021	Common Stock	22,917	\$ 2.14	D	Â
Employee Stock Option (right to buy)	Â (5)	12/14/2021	Common Stock	65,661	\$ 4.82	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Sommer Steven R C/O SPLUNK INC. 250 BRANNAN STREET SAN FRANCISCO, CA 94107	Â	Â	Â SVP & Chief Marketing Officer	Â	

Signatures

/s/ Steve Dean, by power of attorney
06/14/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Of the reported securities, 60,000 shares are represented by restricted stock units ("RSUs") pursuant to which twenty-five percent vest on December 10, 2013 and one-sixteenth vest quarterly thereafter.
- (2) Shares held directly by the Steven R. Sommer Trust dated January 26, 2004 for which the Reporting Person serves as trustee.
An option to purchase 50,000 shares was granted on April 22, 2010 and was exercised in part prior to the date on which the Reporting
- (3) Person became subject to Section 16. One-fourth of the shares subject to the option vested on January 21, 2011 and one forty-eighth of the shares vest monthly thereafter.
An option to purchase 50,000 shares was granted on March 17, 2011 and was exercised in part prior to the date on which the Reporting
- (4) Person became subject to Section 16. One-fourth of the shares subject to the option vested on March 27, 2012 and one forty-eighth of the shares vest monthly thereafter.
An option to purchase 100,000 shares was granted on December 15, 2011 and was exercised in part prior to the date on which the
- (5) Reporting Person became subject to Section 16. One-fourth of the shares subject to the option vested on December 15, 2012 and one forty-eighth of the shares vest monthly thereafter.

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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