

Tully Timothy
 Form 4
 September 12, 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 *
 Tully Timothy

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O SPLUNK INC., 270
 BRANNAN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/11/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Chief Technology Officer

SAN FRANCISCO, CA 94107

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

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/11/2018 | | S ⁽¹⁾ | | \$ 6,477 D 126.02 ⁽²⁾ | 87,523 ⁽³⁾ | D |
| Common Stock | 09/11/2018 | | S ⁽¹⁾ | | \$ 1,976 D 126.8 ⁽⁴⁾ | 85,547 | D |
| Common Stock | 09/12/2018 | | S ⁽⁵⁾ | | \$ 900 D 123.12 ⁽⁶⁾ | 84,647 | D |
| Common Stock | 09/12/2018 | | S ⁽⁵⁾ | | \$ 2,700 D 124.12 ⁽⁷⁾ | 81,947 | D |

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").

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.52 to \$126.48, 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), (4) and (6) through (9) to this Form 4.

(3) 94,000 RSUs were inadvertently omitted from the Reporting Person's Form 3. The number in this field includes current RSUs and common stock shares held by the Reporting Person following the reported transaction.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$126.54 to \$126.99, inclusive.

(5) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 25, 2018.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.61 to \$123.59, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.67 to \$124.59, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.72 to \$125.71, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.74 to \$126.08, inclusive.

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.