

SEVIN ROSEN FUND VIII LP  
Form SC 13G  
February 08, 2013

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS  
THERE TO FILED PURSUANT TO 13d-2 (b)

(Amendment No. )\*

**SPLUNK INC.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**848637104**

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Edgar Filing: SEVIN ROSEN FUND VIII LP - Form SC 13G

1 Name of Reporting Persons  
Sevin Rosen Fund VIII L.P. ( SR VIII )

2 Check the Appropriate Box if a Member of a Group\*

(a) ☐

(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5

Sole Voting Power

8,070,097 shares, except that SRB Associates VIII L.P. ( SRB VIII ), the general partner of SR VIII, may be deemed to have sole power to vote these shares, and Jon W. Bayless ( Bayless ), Stephen L. Domenik ( Domenik ), Stephen M. Dow ( Dow ), John V. Jagers ( Jagers ), Charles H. Phipps ( Phipps), Jackie R. Kimzey ( Kimzey ), Alan R. Schuele ( Schuele ) and Nicholas G. Sturiale ( Sturiale ), the general partners of SRB VIII, may be deemed to have shared power to vote these shares.

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6

Shared Voting Power  
See response to row 5.

7

Sole Dispositive Power

8,070,097 shares, except that SRB VIII, the general partner of SR VIII, may be deemed to have sole power to dispose of these shares, and Bayless, Domenik, Dow, Jagers, Phipps, Kimzey, Schuele and Sturiale, the general partners of SRB VIII, may be deemed to have shared power to dispose of these shares.

8

Shared Dispositive Power  
See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
8,070,097

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* ☐

11 Percent of Class Represented by Amount in Row 9  
8.0%

12 Type of Reporting Person\*  
PN

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1 Name of Reporting Persons  
Sevin Rosen VIII Affiliates Fund L.P. ( SR VIII A )

2 Check the Appropriate Box if a Member of a Group\*  
(a) ☐  
(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5 Sole Voting Power  
164,961 shares, except that SRB VIII, the general partner of SR VIII A, may be deemed to have sole power to vote these shares, and Bayless, Domenik, Dow, Jaggers, Phipps, Kimzey, Schuele and Sturiale, the general partners of SRB VIII, may be deemed to have shared power to vote these shares.

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
See response to row 5.

7 Sole Dispositive Power  
164,961 shares, except that SRB VIII, the general partner of SR VIII A, may be deemed to have sole power to dispose of these shares, and Bayless, Domenik, Dow, Jaggers, Phipps, Kimzey, Schuele and Sturiale, the general partners of SRB VIII, may be deemed to have shared power to dispose of these shares.

8 Shared Dispositive Power  
See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
164,961

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* ☐

11 Percent of Class Represented by Amount in Row 9  
0.2%

12 Type of Reporting Person\*  
PN

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1 Name of Reporting Persons  
SRB Associates VIII L.P. ( SRB VIII )

2 Check the Appropriate Box if a Member of a Group\*

(a) ☐

(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5

Sole Voting Power

8,235,117 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A and 59 are directly owned by SRB VIII. SRB VIII, the general partner of SR VIII and SR VIII A, may be deemed to have sole power to vote these shares, and Bayless, Domenik, Dow, Jaggers, Phipps, Kimzey, Schuele and Sturiale, the general partners of SRB VIII, may be deemed to have shared power to vote these shares.

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6

Shared Voting Power

See response to row 5.

7

Sole Dispositive Power

8,235,117 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A and 59 are directly owned by SRB VIII. SRB VIII, the general partner of SR VIII and SR VIII A, may be deemed to have sole power to dispose of these shares, and Bayless, Domenik, Dow, Jaggers, Phipps, Kimzey, Schuele and Sturiale, the general partners of SRB VIII, may be deemed to have shared power to dispose of these shares.

8

Shared Dispositive Power

See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
8,235,117

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* ☐

11 Percent of Class Represented by Amount in Row 9  
8.2%

12 Type of Reporting Person\*  
PN

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1 Name of Reporting Persons  
Sevin Rosen Bayless Management Company ( SRBMC )

2 Check the Appropriate Box if a Member of a Group\*

(a) ☐

(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5

Sole Voting Power

16,787 shares are directly owned by SRBMC. Bayless, Domenik, Dow, Jaggers, Phipps, Kimzey, Schuele and Sturiale are officers and directors of SRBMC and may be deemed to have shared power to vote these shares.

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6

Shared Voting Power

See response to row 5.

7

Sole Dispositive Power

16,787 shares are directly owned by SRBMC. Bayless, Domenik, Dow, Jaggers, Phipps, Kimzey, Schuele and Sturiale are officers and directors of SRBMC and may be deemed to have shared power to dispose of these shares.

8

Shared Dispositive Power

See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
16,787

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* ☐

11 Percent of Class Represented by Amount in Row 9  
0.0%

12 Type of Reporting Person\*  
PN

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1	Name of Reporting Persons Jon W. Bayless ( Bayless )	
2	Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization U.S. Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0 shares
	6	Shared Voting Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Bayless is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 0 shares
	8	Shared Dispositive Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Bayless is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,251,904	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* <input type="radio"/>	
11	Percent of Class Represented by Amount in Row 9 8.2%	
12	Type of Reporting Person* IN	

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1	Name of Reporting Persons Stephen L. Domenik ( Domenik )	
2	Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization U.S. Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 8,505 shares
	6	Shared Voting Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Domenik is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 8,505 shares
	8	Shared Dispositive Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Domenik is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,260,409	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* <input type="radio"/>	
11	Percent of Class Represented by Amount in Row 9 8.2%	
12	Type of Reporting Person* IN	

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1	Name of Reporting Persons Stephen M. Dow ( Dow )	
2	Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization U.S. Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 16,050 shares which are held by The Dow Family Trust (the Dow Trust ). Dow is a trustee and beneficiary of the Dow Trust and may be deemed to have sole power to vote these shares.
	6	Shared Voting Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Dow is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 16,050 shares which are held by the Dow Trust. Dow is a trustee and beneficiary of the Dow Trust and may be deemed to have sole power to dispose of these shares.
	8	Shared Dispositive Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Dow is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,267,954	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* <input type="radio"/>	
11	Percent of Class Represented by Amount in Row 9 8.2%	
12	Type of Reporting Person* IN	

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1	Name of Reporting Persons John V. Jagers ( Jagers )	
2	Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x	
3	SEC Use Only	
4	Citizenship or Place of Organization U.S. Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 11,895 shares
	6	Shared Voting Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Jagers is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 11,895 shares
	8	Shared Dispositive Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Jagers is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,263,799	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* <input type="radio"/> o	
11	Percent of Class Represented by Amount in Row 9 8.2%	
12	Type of Reporting Person* IN	

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1	Name of Reporting Persons Charles H. Phipps ( Phipps )	
2	Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization U.S. Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 14,008 shares which are held by Las Trampas Financial Services, Ltd. ( Las Trampas ). Phipps is a general partner of Las Trampas and may be deemed to have sole power to vote these shares.
	6	Shared Voting Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Phipps is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 14,008 shares which are held by Las Trampas. Phipps is a general partner of Las Trampas and may be deemed to have sole power to dispose of these shares.
	8	Shared Dispositive Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Phipps is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,265,912	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* <input type="radio"/>	
11	Percent of Class Represented by Amount in Row 9 8.2%	
12	Type of Reporting Person* IN	

1	Name of Reporting Persons Jackie R. Kimzey ( Kimzey )	
2	Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x	
3	SEC Use Only	
4	Citizenship or Place of Organization U.S. Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 7,741 shares
	6	Shared Voting Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Kimzey is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 7,741 shares
	8	Shared Dispositive Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Kimzey is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,259,645	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* <input type="radio"/> o	
11	Percent of Class Represented by Amount in Row 9 8.2%	
12	Type of Reporting Person* IN	

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1	Name of Reporting Persons Alan R. Schuele ( Schuele )	
2	Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization U.S. Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 7,741 shares
	6	Shared Voting Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Schuele is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 7,741 shares
	8	Shared Dispositive Power 8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Schuele is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,259,645	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* <input type="radio"/>	
11	Percent of Class Represented by Amount in Row 9 8.2%	
12	Type of Reporting Person* IN	

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1 Name of Reporting Persons  
Nicholas G. Sturiale ( Sturiale )

2 Check the Appropriate Box if a Member of a Group\*  
(a) ☐  
(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization  
U.S. Citizen

5 Sole Voting Power  
97,146 shares, of which 271 are directly owned by Sturiale and 96,875 are issuable upon exercise of outstanding options within 60 days of December 31, 2012.

6 Shared Voting Power  
8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Sturiale is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to vote these shares.

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7 Sole Dispositive Power  
97,146 shares, of which 271 are directly owned by Sturiale and 96,875 are issuable upon exercise of outstanding options within 60 days of December 31, 2012

8 Shared Dispositive Power  
8,251,904 shares, of which 8,070,097 are directly owned by SR VIII, 164,961 are directly owned by SR VIII A, 59 are directly owned by SRB VIII, and 16,787 are directly owned by SRBMC. Sturiale is a general partner of SRB VIII, the general partner of SR VIII and SR VIII A, and an officer and director of SRBMC, and may be deemed to have shared power to dispose of these shares.

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
8,349,050

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* ☐

11 Percent of Class Represented by Amount in Row 9  
8.3%

12 Type of Reporting Person\*  
IN

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## Item 1(a)

Name of Issuer

Splunk Inc.

## Item 1(b)

Address of Issuer's Principal Executive Office

Splunk Inc.

250 Brannan Street

San Francisco, CA 94107

## Item 2.

(a)

Name of Persons Filing

This Statement is filed by Sevin Rosen Fund VIII L.P., a Delaware limited partnership ( "SR VIII" ); Sevin Rosen VIII Affiliates Fund L.P., a Delaware limited partnership ( "SR VIII A" ); SRB Associates VIII L.P., a Delaware limited partnership ( "SRB VIII" ); Sevin Rosen Bayless Management Company ( "SRBMC" ) a Texas corporation; Jon W. Bayless ( "Bayless" ); Stephen L. Domenik ( "Domenik" ); Stephen M. Dow ( "Dow" ); John V. Jagers ( "Jagers" ); Charles H. Phipps ( "Phipps" ); Jackie R. Kimzey ( "Kimzey" ); Alan R. Schuele ( "Schuele" ); and Nicholas G. Sturiale ( "Sturiale" ). The foregoing entities and individuals are collectively referred to as the Reporting Persons.

SRB VIII, the general partner of SR VIII and SR VIII A, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by SR VIII and SR VIII A. Bayless, Domenik, Dow, Jagers, Phipps, Kimzey, Schuele and Sturiale are general partners of SRB VIII and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by SR VIII and SR VIII A.

Bayless, Domenik, Dow, Jagers, Phipps, Kimzey, Schuele and Sturiale are officers and directors of SRBMC and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by SRBMC.

(b)

Address of Principal Business Office or, if none, Residence

The address for each of the Reporting Persons is:

Sevin Rosen Funds

Two Galleria Tower

13455 Noel Road, Suite 1670

Dallas, TX 75240

(c)

Citizenship

SRVIII, SR VIII A and SRB VIII are Delaware limited partnerships. SRBMC is a Texas corporation. Bayless, Domenik, Dow, Jagers, Phipps, Kimzey, Schuele and Sturiale are United States citizens.

(d)

Title of Class of Securities

Common Stock

(e)

CUSIP Number

848637104

## Item 3.

**If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

(a)

☐

Broker or dealer registered under Section 15 of the Act;

(b)

☐

Bank as defined in Section 3(a)(6) of the Act;

(c)

☐

Insurance company as defined in Section 3(a)(19) of the Act;

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- (d)                    o                    Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)                    o                    An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)                    o                    An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)                    o                    A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)                    o                    A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)                    o                    A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)                    o                    A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k)                    o                    Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:\_\_\_\_\_

NOT APPLICABLE

**Item 4. Ownership**

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2012:

- (a) Amount beneficially owned:  
  
See Row 9 of cover page for each Reporting Person.
- (b) Percent of class:  
  
See Row 11 of cover page for each Reporting Person.
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
  
See Row 5 of cover page for each Reporting Person.
  - (ii) Shared power to vote or to direct the vote:  
  
See Row 6 of cover page for each Reporting Person.
  - (iii) Sole power to dispose or to direct the disposition of :  
  
See Row 7 of cover page for each Reporting Person.
  - (iv) Shared power to dispose or to direct the disposition of:  
  
See Row 8 of cover page for each Reporting Person.

**Item 5. Ownership of 5 Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

NOT APPLICABLE

**Item 6. Ownership of More than 5 Percent on Behalf of Another Person**

Under certain circumstances set forth in the limited partnership agreements of SR VIII, SR VIII A and SRB VIII, the general and limited partners or stockholders, as the case may be, of each of such entities may be deemed the right to receive dividends from, or the proceeds from the sale of shares of the issuer owned by each such entity of which they are a partner or stockholder.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

NOT APPLICABLE

**Item 8. Identification and Classification of Members of the Group**

NOT APPLICABLE

**Item 9. Notice of Dissolution of Group**

NOT APPLICABLE

**Item 10. Certification**  
NOT APPLICABLE

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2013

SEVIN ROSEN FUND VI L.P.  
By SRB ASSOCIATES VI L.P.,  
Its General Partner

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner

SEVIN ROSEN VI AFFILIATES FUND L.P.  
By SRB ASSOCIATES VI L.P.,  
Its General Partner

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner

SRB ASSOCIATES VI L.P.

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner

SEVIN ROSEN FUND VIII L.P.  
By SRB ASSOCIATES VIII L.P.,  
Its General Partner

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner

SEVIN ROSEN VIII AFFILIATES FUND L.P.  
By SRB ASSOCIATES VIII L.P.,  
Its General Partner

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner

SRB ASSOCIATES VIII L.P.

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner



JON W. BAYLESS

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

STEPHEN L. DOMENIK

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

STEPHEN M. DOW

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

JOHN V. JAGGERS

/s/ John V. Jagers  
Signature

CHARLES H. PHIPPS

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

JACKIE R. KIMZEY

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

ALAN R. SCHUELE

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

NICHOLAS G. STURIALE

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

EXHIBIT A

Agreement Of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Splunk Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Dated: February 8, 2013

SEVIN ROSEN FUND VI L.P.  
By SRB ASSOCIATES VI L.P.,  
Its General Partner

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner

SEVIN ROSEN VI AFFILIATES FUND L.P.  
By SRB ASSOCIATES VI L.P.,  
Its General Partner

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner

SRB ASSOCIATES VI L.P.

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner

SEVIN ROSEN FUND VIII L.P.  
By SRB ASSOCIATES VIII L.P.,  
Its General Partner

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner

SEVIN ROSEN VIII AFFILIATES FUND L.P.  
By SRB ASSOCIATES VIII L.P.,  
Its General Partner

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner

SRB ASSOCIATES VIII L.P.

/s/ John V. Jagers  
Signature

John V. Jagers  
General Partner



JON W. BAYLESS

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

STEPHEN L. DOMENIK

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

STEPHEN M. DOW

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

JOHN V. JAGGERS

/s/ John V. Jagers  
Signature

CHARLES H. PHIPPS

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

JACKIE R. KIMZEY

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

ALAN R. SCHUELE

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

NICOLAS G. STURIALE

/s/ John V. Jagers  
Signature

John V. Jagers  
Attorney-In-Fact

EXHIBIT B

John V. Jagers has signed the enclosed documents as Attorney-In-Fact. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.