

JK&B CAPITAL IV LP
Form 4
April 24, 2012

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 *
JK&B Capital IV, L.L.C.

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA, 180 N. STETSON AVENUE, SUITE 4500

(Street)

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

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

CHICAGO, IL 60601

(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 | (A) or (D) | Price |
| Common Stock | 04/24/2012 | | C | | 12,997,790 | A | <u>(1)</u> <u>(2)</u> |
| Common Stock | 04/24/2012 | | C | | 1,130,242 | A | <u>(1)</u> <u>(2)</u> |

See footnote (3)
See footnote (4)

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

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SEC 1474 (9-02)

number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series B Preferred Stock | (1) | 04/24/2012 | | C | 11,208,120 | (1) (1) | Common Stock 11,208,120 |
| Series B Preferred Stock | (1) | 04/24/2012 | | C | 974,620 | (1) (1) | Common Stock 974,620 |
| Series C Preferred Stock | (2) | 04/24/2012 | | C | 1,789,670 | (2) (2) | Common Stock 1,789,670 |
| Series C Preferred Stock | (2) | 04/24/2012 | | C | 155,622 | (2) (2) | Common Stock 155,622 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JK&B Capital IV, L.L.C. C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA 180 N. STETSON AVENUE, SUITE 4500 CHICAGO, IL 60601 | | X | | |
| JK&B Management IV, L.P. C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA 180 N. STETSON AVENUE, SUITE 4500 CHICAGO, IL 60601 | | X | | |
| JK&B CAPITAL IV LP C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA 180 N. STETSON AVENUE, SUITE 4500 CHICAGO, IL 60601 | | X | | |
| JK&B CAPITAL IV QIP LP C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA 180 N. STETSON AVENUE, SUITE 4500 | | X | | |

CHICAGO, IL 60601

KRONFELD DAVID
 C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA
 180 N. STETSON AVENUE, SUITE 4500
 CHICAGO, IL 60601

X

Signatures

| | |
|--|------------|
| /s/ JK&B Capital IV, L.L.C., by Nancy O'Leary, by power of attorney for David Kronfeld, its Managing Member | 04/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ JK&B Management IV, L.P., by JK&B Capital IV, L.L.C., its General Partner, by Nancy O'Leary, by power of attorney for David Kronfeld, its Managing Member | 04/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ JK&B Capital IV, L.P., by JK&B Management IV, L.P., its General Partner, by JK&B Capital IV, L.L.C., its General Partner, by Nancy O'Leary, by power of attorney for David Kronfeld, its Managing Member | 04/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ JK&B Capital IV QIP, L.P., by JK&B Management IV, L.P., its General Partner, by JK&B Capital IV, L.L.C., its General Partner, by Nancy O'Leary, by power of attorney for David Kronfeld, its Managing Member | 04/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ Nancy O'Leary, by power of attorney for David Kronfeld | 04/24/2012 |
| __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 Series B Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
 - (2) The Series C Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
 Shares are held directly by JK&B Capital IV, L.P. ("JK&B"). JK&B Management IV, L.P. ("JK&B Management") is the general partner of JK&B. David Kronfeld ("Kronfeld") is the managing member of JK&B Capital IV, L.L.C. ("JK&B Capital"), the general partner of JK&B Management. Each of JK&B Management, JK&B Capital and Kronfeld may be deemed to have sole voting and dispositive power over the shares which are held directly by JK&B, but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 - (4) Shares are held directly by JK&B Capital IV QIP, L.P. ("JK&B QIP"). JK&B Management is the general partner of JK&B QIP. Kronfeld is the managing member of JK&B Capital, the general partner of JK&B Management. Each of JK&B Management, JK&B Capital and Kronfeld may be deemed to have sole voting and dispositive power over the shares which are held directly by JK&B QIP, but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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.