

SPLUNK INC
Form SC 13G/A
February 14, 2014

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 THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 1)***

SPLUNK INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

848637104

(CUSIP Number)

December 31, 2013

(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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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

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 0
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0

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

11 Percent of Class Represented by Amount in Row 9
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

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 0
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0

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

11 Percent of Class Represented by Amount in Row 9
0%

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) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
5		Sole Voting Power 111 shares are directly owned by SRB VIII. SRB VIII, the general partner of SR VIII and SRVIII A, may be deemed to have sole power to vote these shares, and Jon W. Bayless (Bayless), Steven 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 111 shares are directly owned by 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, 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 111	
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 0.0001%	
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) o
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 0
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0

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

11 Percent of Class Represented by Amount in Row 9
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"/> 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 0 shares
	6	Shared Voting Power 111 shares which are directly owned by SRB VIII. Bayless is a general partner of SRB VIII, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 0 shares
	8	Shared Dispositive Power 111 shares which are directly owned by SRB VIII. Bayless is a general partner of SRB VIII, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 111	
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 0.0001%	
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"/> o (b) <input checked="" type="radio"/> x	
3	SEC Use Only	
4	Citizenship or Place of Organization U.S. Citizen	
5		Sole Voting Power 0
6		Shared Voting Power 111 shares which are directly owned by SRB VIII. Domenik is a general partner of SRB VIII, and may be deemed to have shared power to vote these shares.
7		Sole Dispositive Power 0
8		Shared Dispositive Power 111 shares which are directly owned by SRB VIII. Domenik is a general partner of SRB VIII, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 111	
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 0.0001%	
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"/> 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 0
	6	Shared Voting Power 111 shares which are directly owned by SRB VIII. Dow is a general partner of SRB VIII, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 111 shares which are directly owned by SRB VIII. Dow is a general partner of SRB VIII, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 111	
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 0.0001%	
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	
5		Sole Voting Power 19,398
6		Shared Voting Power 111 shares which are directly owned by SRB VIII. Jagers is a general partner of SRB VIII, and may be deemed to have shared power to vote these shares.
7		Sole Dispositive Power 19,398
8		Shared Dispositive Power 111 shares which are directly owned by SRB VIII. Jagers is a general partner of SRB VIII, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 19,509	
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 0.018%	
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) o
(b) 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 27,739 of which 3,362 shares are directly held by Phipps and 29,842 shares are directly 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 111 shares which are directly owned by SRB VIII. Phipps is a general partner of SRB VIII, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 27,739 of which 3,362 shares are directly held by Phipps and 29,842 shares are directly 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 dispose of these shares.
	8	Shared Dispositive Power 111 shares which are directly owned by SRB VIII. Phipps is a general partner of SRB VIII, and may be deemed to have shared power to dispose of these shares.

9 Aggregate Amount Beneficially Owned by Each Reporting Person
27,850

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

11 Percent of Class Represented by Amount in Row 9
0.026%

12 Type of Reporting Person*
IN

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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	
	5	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power 111 shares which are directly owned by SRB VIII. Kimzey is a general partner of SRB VIII, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 111 shares which are directly owned by SRB VIII. Kimzey is a general partner of SRB VIII, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 111	
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 0.0001%	
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 7,891
	6	Shared Voting Power 111 shares which are directly owned by SRB VIII. Schuele is a general partner of SRB VIII, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 7,891
	8	Shared Dispositive Power 111 shares which are directly owned by SRB VIII. Schuele is a general partner of SRB VIII, and may be deemed to have shared power to dispose of these shares.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,002	
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 0.007 %	
12	Type of Reporting Person* IN	

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

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 78,003 shares, of which 4,565 are directly owned by Sturiale and 73,438 are issuable upon exercise of outstanding options within 60 days of December 31, 2013.
	6	Shared Voting Power 111 shares which are directly owned by SRB VIII. Sturiale is a general partner of SRB VIII, and may be deemed to have shared power to vote these shares.
	7	Sole Dispositive Power 78,003 shares, of which 4,565 are directly owned by Sturiale and 73,438 are issuable upon exercise of outstanding options within 60 days of December 31, 2013.
	8	Shared Dispositive Power 111 shares which are directly owned by SRB VIII. Sturiale is a general partner of SRB VIII, and may be deemed to have shared power to dispose of these shares.

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 78,114

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

11 Percent of Class Represented by Amount in Row 9
 0.073%

12 Type of Reporting Person*
 IN

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Item 1(a)

Name of Issuer
Splunk Inc.
Address of Issuer's Principal Executive Office
250 Brannan Street

Item 1(b)

San Francisco, CA 94107

Item 2.

(a)

Name of Persons Filing

This Statement is filed by Sevin Rosen Fund VIII L.P., (SRVIII) a Delaware limited partnership; Sevin Rosen VIII Affiliates Fund L.P.(SR VIII A), a Delaware limited partnership; SRB Associates VIII L.P., a Delaware limited partnership (SRB VIII); Sevin Rosen Bayless Management Company, 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.

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 SRB VIII.

(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. SRMBC 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;
- d. Investment company registered under Section 8 of the Investment Company Act of 1940;
- e. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- f. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- g. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- h. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- i.

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- j. 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;
- k. A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
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, 2013.

- (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 .

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 14, 2014

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

SEVIN ROSEN BAYLESS MANAGEMENT
COMPANY

/s/ John V. Jagers
Signature

John V. Jagers
Vice President

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 14, 2014

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

SEVIN ROSEN BAYLESS MANAGEMENT COMPANY

/s/ John V. Jagers
Signature

John V. Jagers
Vice President

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.