**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. **Name and Address of Reporting Person**
   
   Merritt Douglas
   
   C/O SPLUNK INC.
   
   270 BRANNAN STREET
   
   SAN FRANCISCO CA 94107

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   09/10/2020

4. **If Amendment, Date of Original Filed**
   
   09/10/2020

5. **Relationship of Reporting Person(s) to Issuer**
   
   X Director
   
   X Officer (give title below)
   
   President and CEO

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Code</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/10/2020</td>
<td>A</td>
<td>7,005</td>
<td>A</td>
<td>$0.00</td>
<td>289,202</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/14/2020</td>
<td>s(2)</td>
<td>14,634</td>
<td>D</td>
<td>$186.92</td>
<td>274,568</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

- (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 5)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/10/2020</td>
<td>A</td>
<td>7,005</td>
<td>A</td>
<td>289,202</td>
<td>Common Stock, 14,634, Expiration Date: 09/10/2020</td>
<td>09/10/2020, Expiration Date: 09/10/2020</td>
<td>$0.00</td>
<td>289,202</td>
<td>Direct (D)</td>
<td>Common Stock</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The reported shares are represented by additional performance units ("PSUs") earned pursuant to the terms of a performance unit award granted on March 15, 2018 reflecting the achievement of the related stock price performance metrics, with 100% of the PSUs vesting on September 10, 2020.

2. The reported shares were sold to satisfy the Reporting Person's tax liability in connection with the vesting of restricted stock units ("RSUs") and PSUs.

**Remarks:**

/signature of reporting person 09/14/2020

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.