**United States Securities and Exchange Commission**

**Form 4**

**Statement of Changes in Beneficial Ownership**

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1. **Name and Address of Reporting Person**
   
   Tully Timothy
   
   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) 03/26/2020

4. **If Amendment, Date of Original Filed**
   
   (Month/Day/Year) 03/30/2020

5. **Relationship of Reporting Person(s) to Issuer**
   
   Director
   
   10% Owner
   
   SVP, Chief Technology Officer

6. **Individual or Joint/Group Filing**
   
   Form filed by One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Code</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>A</td>
<td>47,370</td>
<td>(1)</td>
<td>$0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>152,593</td>
</tr>
<tr>
<td>Common Stock</td>
<td>s(2)</td>
<td>6,154</td>
<td>D</td>
<td>$126.87</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Code</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

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**Explanation of Responses:**

1. The reported shares are represented by performance units ("PSUs") earned pursuant to the terms of a performance unit award granted on March 21, 2019 reflecting the achievement of the related performance conditions. Twenty-five percent of the PSUs vest on March 26, 2020 and 1/16th of the PSUs shall vest quarterly thereafter on June 10th, September 10th, December 10th and March 10th of each year.

2. The reported shares were sold to satisfy the Reporting Person's tax liability in connection with the vesting of PSUs.

**Remarks:**

/s/ Steve Dean, by power of attorney 03/30/2020

**Signature of Reporting Person** **Date**

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.