**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**
   
   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)**
   
   03/12/2020

4. **Relationship of Reporting Person(s) to Issuer (Check all applicable)**
   
   Director
   
   10% Owner
   
   Officer (give title below)
   
   SVP, Chief Technology Officer

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

6. **Explanation of Responses:**
   
   1. The reported securities are represented by restricted stock units ("RSUs"). Twenty-five percent of the RSUs vest on March 10, 2021 and 1/16th of the RSUs shall vest quarterly thereafter.

**Remarks:**

**Signature of Reporting Person**

03/16/2020

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


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.

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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>Date of Transaction (Month/Day/Year)</th>
<th>Code</th>
<th>Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</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>03/12/2020</td>
<td>A</td>
<td>24,268&lt;sup&gt;1&lt;/sup&gt;</td>
<td>$0.00</td>
<td>105,223</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>Date of Transaction (Month/Day/Year)</th>
<th>Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 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. 6)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 7)</th>
</tr>
</thead>
</table>

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**Explanation of Responses:**

1. The reported securities are represented by restricted stock units ("RSUs"). Twenty-five percent of the RSUs vest on March 10, 2021 and 1/16th of the RSUs shall vest quarterly thereafter.

**Remarks:**

/s/ Steve Dean, by power of attorney **Signature of Reporting Person**

03/16/2020 **Date**

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


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