UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
October 1, 2019

Splunk Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35498
(Commission
File Number)

86-1106510
(IRS Employer
Identification No.)

270 Brannan Street
San Francisco, California 94107
(Address of principal executive offices, including zip code)

(415) 848-8400
(Registrant’s telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $0.001 per share</td>
<td>SPLK</td>
<td>The NASDAQ Global Select Market</td>
</tr>
</tbody>
</table>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 1, 2019, Splunk Inc. (the “Company”) completed its previously announced acquisition (the “Acquisition”) of SignalFx, Inc., a Delaware corporation (“SignalFx”), pursuant to that certain Agreement and Plan of Mergers, dated as of August 21, 2019, by and among the Company, certain of its wholly owned subsidiaries, SignalFx, and Fortis Advisors LLC (solely in its capacity as the representative of certain of the equityholders of SignalFx) (the “Merger Agreement”).

Pursuant to the terms of the Merger Agreement, at the closing of the Acquisition, the Company paid, for the benefit of the stockholders and other holders of securities of SignalFx, an aggregate amount of approximately $1.05 billion in consideration, excluding adjustments, consisting of approximately $581 million in cash and 2,991,331 shares of the Company’s common stock, a portion of which cash and stock was deposited in escrow to serve as security for potential indemnification claims under the Merger Agreement. Outstanding SignalFx stock options that were vested at the closing of the Acquisition were cancelled in exchange for either a cash payment or, in the case of certain key employees, payments consisting of 60% cash and 40% Company common stock. Outstanding SignalFx stock options that were unvested at the closing of the Acquisition were converted into options to purchase Company common stock, outstanding restricted shares of SignalFx common stock were converted into restricted shares of Company common stock, and outstanding SignalFx restricted stock units were exchanged for Company restricted stock units.

The cash portion of the purchase price was funded through the Company’s available cash and cash equivalents.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Merger Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ending October 31, 2019.

Item 3.02 Unregistered Sales of Equity Securities.

See the disclosure under Item 2.01 of this Current Report on Form 8-K which is incorporated into this Item 3.02 by reference. In accordance with the Merger Agreement, a portion of the consideration to be delivered to certain former equityholders of SignalFx who are accredited investors consists of shares of the Company’s common stock. These shares of Company common stock will be issued pursuant to exemptions or exclusions from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), including Section 4(a)(2) of the Securities Act, Regulation D promulgated under the Securities Act or Regulation S promulgated under the Securities Act. The Company has agreed to provide such equityholders with certain registration rights with respect to the shares of Company common stock issued in the Acquisition.

Item 7.01 Regulation FD Disclosure.

On October 2, 2019, the Company issued a press release announcing that it had completed the Acquisition. A copy of the press release is furnished herewith as Exhibit 99.1.

The information set forth under this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(a)  Financial Statements of Businesses Acquired.

The financial statements required by Item 9.01(a) of Form 8-K will be filed by amendment of this Form 8-K no later than December 17, 2019.

(b)  Pro Forma Financial Information.

The pro forma financial information required by Item 9.01(b) of Form 8-K will be filed by amendment of this Form 8-K no later than December 17, 2019.

(d)  Exhibits

The following exhibit is furnished with this report:

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPLUNK INC.

By: /s/ Jason Child
Jason Child
Senior Vice President and Chief Financial Officer

Date: October 2, 2019
Splunk Closes Acquisition of Cloud Monitoring Leader SignalFx

Splunk and SignalFx Combine Forces to Usher In New Era of APM; Joint Offering Helps Customers Monitor and Observe Data at Any Stage of their Cloud Journey

SAN FRANCISCO – October 2, 2019 – Splunk Inc. (NASDAQ: SPLK), provider of the Data-to-Everything Platform, today announced that it has completed the acquisition of SignalFx, a SaaS leader in real-time monitoring and metrics for cloud infrastructure, microservices and applications. Splunk is already a leader in ITOM and an AIOps pioneer and, with the addition of SignalFx, is now a leader in observability and APM for organizations at every stage of their cloud journey, from cloud-native apps to homegrown on-premises applications. For more information, visit the SignalFx website for a free trial of SignalFx.

The aggregate purchase price for the transaction was approximately $1.05 billion, excluding adjustments, paid approximately 60% in cash and 40% in Splunk common stock.

“We live in a cloud-first world, where developers must have the ability to monitor and observe cloud-native infrastructure and applications in real-time, whether via logs, metrics or tracing. The power of Splunk and SignalFx allows our customers to monitor any relevant data at massive scale,” said Doug Merritt, President and CEO, Splunk. “I’m thrilled to welcome SignalFx to the Splunk team, and can’t wait to show our customers how our data platform can help them turn data into doing.”

“Atlassian uses SignalFx’s technology for cloud monitoring,” said Stephen Deasy, Atlassian’s Head of Engineering. “SignalFx helps us improve customer experience and keeps our business humming by monitoring our cloud infrastructure, microservices and applications.”

With Splunk, the combined technologies will give customers one platform that can monitor the entire enterprise application lifecycle. The predictability and versatility of Splunk’s Data-to-Everything pricing programs will also provide SignalFx’s customers with exceptional value and best-in-class, next generation solutions when compared to legacy APM solutions.

SignalFx’s cloud-delivered solutions have a highly differentiated set of features including real-time streaming analytics, such as the NoSample™ architecture for distributed tracing. The combination of Splunk and SignalFx will give IT departments a data platform that allows them to monitor and observe data in real-time, no matter the infrastructure or scale - in order to cut costs, boost revenue and improve the customer experience.

For more information about Splunk and SignalFx, visit the Splunk website.
Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding the expected benefits of the acquisition of SignalFx, the impact of the acquisition on Splunk’s products and services, the capabilities of SignalFx’s products and services and the expected benefits of the combined offerings as well as expectations regarding our products and pricing. There are a significant number of factors that could cause actual results to differ materially from statements made in this press release, including: difficulties encountered in integrating the business, technologies, personnel and operations; costs related to the acquisition and integration; market acceptance of the acquisition and resulting products and services; Splunk’s inability to realize value from its significant investments in its business, including product and service innovations; market acceptance of our new pricing models; and general market, political, economic and business conditions.

Additional information on potential factors that could affect Splunk’s financial results is included in the company’s Quarterly Report on Form 10-Q for the quarter ended July 31, 2019, which is on file with the U.S. Securities and Exchange Commission and Splunk’s other filings with the SEC. Splunk does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

About Splunk Inc.

Splunk Inc. (NASDAQ: SPLK) turns data into doing with the Data-to-Everything Platform. Splunk technology is designed to investigate, monitor, analyze and act on data at any scale.

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