STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person
   Child Jason
   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)

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   Other (specify below)
   SVP & Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person
   Form filed by More than 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 (Month/Day/Year)</th>
<th>Code</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/26/2020</td>
<td>A</td>
<td>93,488</td>
<td>A</td>
<td>$0.00</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/30/2020</td>
<td>$2(2)</td>
<td>10,940</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>Conversion or Exercise Price of Derivative Security</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3A. Deemed Execution Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 5)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Derivative Security Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
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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 May 6, 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.