

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>SLTA VI (GP), L.L.C.</u>  (Last) (First) (Middle) C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100  (Street) MENLO PARK CA 94025  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SPLUNK INC [ SPLK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
0.75% Convertible Senior Notes due 2026	\$160 <sup>(5)</sup>	07/15/2021		J <sup>(1)</sup>					(6)	(7)	Common Stock	250,000 <sup>(8)</sup>	\$40,014,000	\$760,000,000	I	Held through SLP Spark Holdings, L.P. <sup>(2)(4)</sup>
0.75% Convertible Senior Notes due 2026	\$160 <sup>(5)</sup>	07/15/2021		J <sup>(1)</sup>					(6)	(7)	Common Stock	62,500 <sup>(8)</sup>	\$10,003,500	\$190,000,000	I	Held through SLA Spark Holdings, L.P. <sup>(3)(4)</sup>

1. Name and Address of Reporting Person\*  
SLTA VI (GP), L.L.C.  
 (Last) (First) (Middle)  
 C/O SILVER LAKE  
 2775 SAND HILL ROAD, SUITE 100  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Silver Lake Group, L.L.C.  
 (Last) (First) (Middle)  
 C/O SILVER LAKE  
 2775 SAND HILL ROAD, SUITE 100  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Silver Lake Technology Associates VI, L.P.  
 (Last) (First) (Middle)  
 C/O SILVER LAKE  
 2775 SAND HILL ROAD, SUITE 100  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>†</sup> <a href="#">SLP VI Aggregator GP, L.L.C.</a>		
(Last)	(First)	(Middle)
C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>†</sup> <a href="#">SLP Spark Aggregator, L.P.</a>		
(Last)	(First)	(Middle)
C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>†</sup> <a href="#">SLP Spark GP, L.L.C.</a>		
(Last)	(First)	(Middle)
C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>†</sup> <a href="#">SLP Spark Holdings, L.P.</a>		
(Last)	(First)	(Middle)
C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>†</sup> <a href="#">Hao Kenneth</a>		
(Last)	(First)	(Middle)
C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

**Explanation of Responses:**

- This filing reflects the consummation of a planned syndication of a small portion of the \$1 billion in aggregate of 0.75% Convertible Senior Notes due 2026 (the "Convertible Notes") of Splunk Inc. (the "Issuer") purchased by SLP Spark Holdings, L.P. ("SLP Spark") and SLA Spark Holdings, L.P. ("SLA Spark") on July 9, 2021, which syndication was completed on July 15, 2021 through the transfer of \$50 million of Convertible Notes to an unaffiliated third party, with consent to transfer by the Issuer, for aggregate consideration of \$50,017,500.
- Represents securities held by SLP Spark. SLP Spark GP, L.L.C. ("SLP Spark GP") is the general partner of SLP Spark. SLP Spark Aggregator, L.P. ("SLP Aggregator") is the managing member of SLP Spark GP. SLP VI Aggregator GP, L.L.C. ("SLP VI GP") is the general partner of SLP Aggregator. Silver Lake Technology Associates VI, L.P. ("SLTA VI") is the managing member of SLP VI GP. SLTA VI (GP), L.L.C. ("SLTA VI GP") is the general partner of SLTA VI.
- Represents securities held by SLA Spark. SLA Spark GP, L.L.C. ("SLA Spark GP") is the general partner of SLA Spark. SLA Spark Aggregator, L.P. ("SLA Aggregator") is the managing member of SLA Spark GP. SL Alpine Aggregator GP, L.L.C. ("SLA GP") is the general partner of SLA Aggregator. Silver Lake Alpine Associates, L.P. ("SLAA") is the managing member of SLA GP. SLAA (GP), L.L.C. ("SLAA GP") is the general partner of SLAA.
- Silver Lake Group, L.L.C. ("SLG") is the managing member of each of SLTA VI and SLAA. Mr. Kenneth Hao serves as a member of the board of directors of the Issuer and as Chairman and Managing Member of SLG. Each of SLP Spark, SLP Spark GP, SLP Aggregator, SLP VI GP, SLTA VI GP, SLA Spark, SLA Spark GP, SLA Aggregator, SLA GP, SLAA, SLAA GP and SLG may be deemed to be a director by deputization of the Issuer.
- The initial Conversion Rate (as defined below) is equivalent to an initial conversion price of \$160.00 per share of Common Stock.
- In accordance with the Investment Agreement dated June 22, 2021, SLP Spark and SLA Spark are restricted from exercising the Convertible Notes prior to the earlier of (i) the second anniversary of the date of issuance and (ii) immediately prior to the consummation of a change of control of the Issuer, in each case, subject to certain exceptions.
- The Convertible Notes mature on July 15, 2026, subject to earlier redemption, repurchase or conversion in accordance with their terms.
- Upon conversion of the Convertible Notes, the Issuer will deliver, at its election (or at the holder's election if in connection with a redemption), cash, Common Stock or combination thereof. Upon a redemption of the Convertible Notes at the Issuer's option, the redemption price will be paid in cash, unless holders elect to convert instead. This number represents the number of shares of Common Stock issuable upon conversion of the Convertible Notes transferred if the Issuer elects to settle its conversion obligation solely through shares of Common Stock by delivering a number of shares of Common Stock at the initial conversion rate of 6.2500 shares of Common Stock (the "Conversion Rate"), and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes. The initial Conversion Rate is subject to adjustment from time to time upon the occurrence of certain customary events in accordance with the terms of an indenture governing the Convertible Notes.

**Remarks:**

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons are filing a separate Form 4. The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. This filing shall not be deemed an admission that the Reporting Persons are beneficial owners of all securities covered by this filing for purposes of Section 16 of the Exchange Act or otherwise, or are subject to Section 16 of the Exchange Act, and each Reporting Person disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.

By: /s/ Andrew J. Schader,  
Managing Director and General  
Counsel of Silver Lake Group, 07/16/2021  
L.L.C.

By: /s/ Andrew J. Schader,  
Managing Director and General  
Counsel of Silver Lake Group, 07/16/2021  
L.L.C., managing member of  
SLTA VI (GP), L.L.C.

By: /s/ Andrew J. Schader,  
Managing Director and General  
Counsel of Silver Lake Group,  
L.L.C., managing member of 07/16/2021  
SLTA VI (GP), L.L.C., general  
partner of Silver Lake  
Technology Associates VI, L.P.

By: /s/ Andrew J. Schader,  
Managing Director and General  
Counsel of Silver Lake Group,  
L.L.C., managing member of  
SLTA VI (GP), L.L.C., general 07/16/2021  
partner of Silver Lake  
Technology Associates VI, L.P.,  
managing member of SLP VI  
Aggregator GP, L.L.C.

By: /s/ Andrew J. Schader,  
Managing Director and GC of  
Silver Lake Group, L.L.C.,  
managing member of SLTA VI  
(GP), L.L.C., GP of Silver Lake 07/16/2021  
Technology Associates VI, L.P.,  
managing member of SLP VI  
Aggregator GP, L.L.C., GP of  
SLP Spark Aggregator, L.P.

By: /s/ Andrew J. Schader,  
Managing Director of SLP Spark 07/16/2021  
GP, L.L.C.

By: /s/ Andrew J. Schader,  
Managing Director of SLP Spark  
GP, L.L.C., general partner of 07/16/2021  
SLP Spark Holdings, L.P.

/s/ Kenneth Hao 07/16/2021

\*\* 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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.