**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549  

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**  
Filing pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

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**1. Name and Address of Reporting Person**

St. Ledger Susan  

(Title)  
C/O SPLUNK INC.  
270 BRANNAN STREET  
SAN FRANCISCO CA 94107

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**2. Issuer Name and Ticker or Trading Symbol**

SPLUNK INC [ SPLK ]

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**3. Date of Earliest Transaction (Month/Day/Year)**

03/26/2020

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

03/30/2020

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**5. Relationship of Reporting Person(s) to Issuer**  

X 10% Owner  
Director  
President, WW Field Operations

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**6. Individual or Joint/Group Filing (Check Applicable Line)**

X Form filed by One Reporting Person  
Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/26/2020</td>
<td></td>
<td>A</td>
<td>$0.00</td>
<td>226,417</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/30/2020</td>
<td>s(2)</td>
<td>6,154</td>
<td>$126.87</td>
<td>220,263</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (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, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities 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>
</thead>
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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)(vi).


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.