**Form 4**

**United States Securities and Exchange Commission**

**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**
   
   St. Ledger Susan
   
   (Last) Fransisco  (First) CA  (Middle) 94107
   
   (Street) C/O SPLUNK INC.
   
   (City) SAN BRANNAN STREET
   
   (State) CA  (Zip) 94107

2. **Issuer Name and Ticker or Trading Symbol**
   
   SPLUNK INC  [ SPLK ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   12/16/2020

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

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

6. **Nature of Indirect Beneficial Ownership (Instr. 4)**

7. **Explanation of Responses:**

   1. **Title of Security (Instr. 3)**
   2. **Transaction Date (Month/Day/Year)**
   3. **Deemed Execution Date, if any (Month/Day/Year)**
   4. **Transaction Code (Instr. 8)**
   5. **Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)**
   6. **Price of Transaction(s) (Instr. 3 and 4)**

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

<table>
<thead>
<tr>
<th>Security</th>
<th>12/16/2020</th>
<th>1,600</th>
<th>D $160.21</th>
<th>143,241</th>
<th>D</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/16/2020</td>
<td>3,564</td>
<td>D $161.51</td>
<td>139,677</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/16/2020</td>
<td>500</td>
<td>D $162.32</td>
<td>139,177</td>
<td>D</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>Derivative Security</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable (Month/Day/Year)</th>
<th>Title of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

   **Explanation of Responses:**

   1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 6, 2020.
   2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $159.94 to $160.85, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) to (4) to this Form 4.
   3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $161.00 to $161.86, inclusive.
   4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $162.00 to $162.85, inclusive.

   **Remarks:**

   /\ Steve Dean, by power of attorney  
   **Signature of Reporting Person**
   12/18/2020

   **Date**

   **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.**