

SPLUNK INC
Form SC 13G/A
February 12, 2014

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

Splunk Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

848637104

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

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CUSIP No. 848637104

1. Name of Reporting Person.
Godfrey R. Sullivan
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
- | | | |
|-----------------------------------------------------------------------------------------|----|---------------------------------------|
| Number of Shares Beneficially by Owned by Each Reporting Person With: | 5. | Sole Voting Power 3,005,405 |
| | 6. | Shared Voting Power 1,856,350 |
| | 7. | Sole Dispositive Power 3,005,405 |
| | 8. | Shared Dispositive Power 1,856,350 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,861,755 (1)
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
4.4% (2)
 12. Type of Reporting Person (See Instructions)
IN

(1) Includes (i) 427,190 shares of Common Stock held by the Reporting Person; (ii) 1,856,350 shares of Common Stock held by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which the Reporting Person serves as a trustee; (iii) 20,700 shares of Common Stock held by the Reporting Person as custodian for his younger daughter; and (iv) 2,557,515 shares of Common Stock that are issuable upon exercise of outstanding options within 60 days of December 31, 2013.

(2) Based on 107,269,581 shares of the Issuer's Common Stock outstanding as of December 9, 2013 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2013, filed with the Securities and Exchange Commission on December 13, 2013.

Item 1.

- (a) Name of Issuer:
Splunk Inc.
- (b) Address of Issuer's Principal Executive Offices:
250 Brannan Street

San Francisco, CA 94107

Item 2.

- (a) Name of Person Filing:
Godfrey R. Sullivan
- (b) Address of Principal Business Office or, if none, Residence:
c/o Splunk Inc.

250 Brannan Street

San Francisco, CA 94107
- (c) Citizenship:
United States
- (d) Title of Class of Securities:
Common Stock, \$0.001 par value per share
- (e) CUSIP Number:
848637104

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
- (i) 427,190 shares of Common Stock held by the Reporting Person; (ii) 1,856,350 shares of Common Stock held by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which the Reporting Person serves as a trustee; (iii) 20,700 shares of Common Stock held by the Reporting Person as custodian for his younger daughter; and (iv) 2,557,515 shares of Common Stock that are issuable upon exercise of outstanding options within 60 days of December 31, 2013.
- (b) Percent of class:
- 4.4% (1)
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote
- 3,005,405
- (ii) Shared power to vote or to direct the vote
- 1,856,350
- (iii) Sole power to dispose or to direct the disposition of
- 3,005,405
- (iv) Shared power to dispose or to direct the disposition of
- 1,856,350

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

(1) Based on 107,269,581 shares of the Issuer's Common Stock outstanding as of December 9, 2013 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2013, filed with the Securities and Exchange Commission on December 13, 2013.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

| | |
|--|-------------------------|
| | February 11, 2014 |
| | Date |
| | |
| | |
| | /s/ Godfrey R. Sullivan |
| | Godfrey R. Sullivan |