

SPLUNK INC
Form 4
March 06, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEIN LEONARD R

(Last) (First) (Middle)

**C/O SPLUNK INC., 250
BRANNAN STREET**

(Street)

SAN FRANCISCO, CA 94107

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel & Sec.

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/05/2014		M		\$ 2.14 92,774	D	
Common Stock	03/05/2014		S ⁽¹⁾		\$ 92.16 87,874	D	
Common Stock	03/05/2014		S ⁽¹⁾		\$ 92.76 87,774	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.14	03/05/2014		M	5,000	<u>(3)</u> 04/20/2021	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN LEONARD R C/O SPLUNK INC. 250 BRANNAN STREET SAN FRANCISCO, CA 94107			SVP, General Counsel & Sec.	

Signatures

/s/ Steve Dean, by power of attorney

03/06/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 21, 2013.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.74 to \$92.69, 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.

(3) The option, representing a right to purchase a total of 500,000 shares, is subject to an early exercise provision pursuant to which 98,800 shares are immediately exercisable. One-fourth of the shares subject to the option vested on April 4, 2012 and one forty-eighth of the

shares vest monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. style="font-size: 10pt; margin-top: 6pt">(a) ***Agreements, Regulatory Requirements and Legal Proceedings.***

The information set forth in the Offer to Amend under the caption The Offer in the Section entitled Legal Matters; Regulatory Approvals is incorporated herein by reference.

(b) ***Other Material Information.***

Not applicable.

(c) ***Summary Financial Information.***

The information set forth in the Schedule B to the Offer to Amend is hereby incorporated by reference.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(A)	Offer to Amend the Exercise Price of Certain Options, Dated August 1, 2007
(a)(1)(B)	Draft Cover Email to All Eligible Option Holders and Draft Cover Email to Specific Eligible Option Holders Providing Addendum
(a)(1)(C)	Election Form
(a)(1)(D)	Withdrawal Form
(a)(1)(E)	Form of Addendum
(a)(1)(F)	Form of Amendment to Stock Option Agreement and Promise to Make Cash Payment
(a)(1)(G)	Forms of Confirmation Emails
(a)(1)(H)	Forms of Initial Reminder Emails to Eligible Option Holders and Email Regarding Employee Meeting
(a)(1)(I)(i)	Form of Stock Option Agreement under Superior Industries International, Inc.'s 1993 Stock Option Plan

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Exhibit Number	Description
(a)(1)(I)(ii)	Superior Industries International, Inc. s 1993 Stock Option Plan (incorporated by reference to Exhibit 28.1 to Superior s Registration Statement on Form S-8 filed June 10, 1993, as amended (Registration No. 33-64088))
(a)(1)(I)(iii)	Form of Stock Option Agreement under Superior Industries International, Inc. s 2003 Equity Incentive Plan
(a)(1)(I)(iv)	Superior Industries International, Inc. s 2003 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to Superior s Registration Statement on Form S-8 dated July 28, 2003 (Registration No. 333-107380))
(a)(1)(I)(v)	Superior Industries International, Inc. s Annual Report on Form 10-K for the fiscal year ended December 31, 2006, filed with the SEC on April 10, 2007, and the amendment to Superior Industries International, Inc. s Annual Report on Form 10-K for the fiscal year ended December 31, 2006, filed with the SEC on April 13, 2007, each incorporated herein by reference.
(a)(1)(I)(vi)	Superior Industries International, Inc. s Quarterly Report on Form 10-Q for the fiscal quarter ended April 1, 2007, filed with the SEC on April 16, 2007, incorporated herein by reference.
(a)(1)(J)	Presentation Materials for Employee Meeting to Discuss Offer
(b)	Not Applicable
(d)	See items (a)(1)(I)(i) through (iv)
(g)	Not Applicable
(h)	Not Applicable
Item 13. Information Required by Schedule 13E-3.	
(a) Not applicable.	

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SIGNATURE

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

SUPERIOR INDUSTRIES
INTERNATIONAL, INC.

/s/ Robert A. Earnest
Robert A. Earnest
Vice President, General Counsel &
Secretary

Date: August 1, 2007

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