

AUGUST CAPITAL III LP  
Form SC 13G  
February 13, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS  
THERE TO FILED PURSUANT TO 13d-2 (b)

(Amendment No. \_\_)\*

Splunk, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

848637104

(CUSIP Number)

December 31, 2012

(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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

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Exhibit Index Contained on Page 20

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1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 August Capital III, L.P. ("August III")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF  
 SHARES  
 BENEFICIALLY OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

SOLE VOTING POWER  
 7,507,775 shares, except that August Capital Management III, L.L.C. ("ACM III"), the general partner  
 5 of August III, may be deemed to have sole power to vote these shares, and John R. Johnston  
 ("Johnston"), David F. Marquardt ("Marquardt") and Andrew S. Rappaport ("Rappaport"), the members  
 of ACM III, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER  
 See response to row 5.

SOLE DISPOSITIVE POWER  
 7 7,507,775 shares, except that ACM III, the general partner of August III, may be deemed to have  
 sole power to dispose of these shares, and Johnston, Marquardt and Rappaport, the members of  
 ACM III, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON 5,507,775

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.7%

12 TYPE OF REPORTING PERSON\* PN

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
August Capital Strategic Partners III, L.P. ("August Strategic III")  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  (b)   
3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
NUMBER OF  
SHARES  
BENEFICIALLY SOLE VOTING POWER  
OWNED BY 5 136,831 shares, except that ACM III, the general partner of August Strategic III, may be deemed to  
EACH have sole power to vote these shares, and Johnston, Marquardt and Rappaport, the members of  
REPORTING ACM III, may be deemed to have shared power to vote these shares.  
PERSON  
WITH  
6 SHARED VOTING POWER  
See response to row 5.  
SOLE DISPOSITIVE POWER  
7 136,831 shares, except that ACM III, the general partner of August Strategic III, may be deemed to  
have sole power to dispose of these shares, and Johnston, Marquardt and Rappaport, the members  
of ACM III, may be deemed to have shared power to dispose of these shares.  
8 SHARED DISPOSITIVE POWER  
See response to row 7.  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 136,831  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*   
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9H. 1.1%  
12 TYPE OF REPORTING PERSON\* PN

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
August Capital III Founders Fund, L.P. ("August III Founders")  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  (b)   
3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
NUMBER OF  
SHARES  
BENEFICIALLY SOLE VOTING POWER  
OWNED BY 5 421,157 shares, except that ACM III, the general partner of August III Founders, may be deemed to  
EACH have sole power to vote these shares, and Johnston, Marquardt and Rappaport, the members of  
REPORTING ACM III, may be deemed to have shared power to vote these shares.  
PERSON  
WITH  
6 SHARED VOTING POWER  
See response to row 5.  
SOLE DISPOSITIVE POWER  
7 421,157 shares, except that ACM III, the general partner of August III Founders, may be deemed to  
have sole power to dispose of these shares, and Johnston, Marquardt and Rappaport, the members  
of ACM III, may be deemed to have shared power to dispose of these shares.  
8 SHARED DISPOSITIVE POWER  
See response to row 7.  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 21,157  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*   
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9H.4%  
12 TYPE OF REPORTING PERSON\* PN

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1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 August Capital Management III, L.L.C. ("ACM III")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

5 SOLE VOTING POWER  
 8,203,295 shares, of which 7,507,775 shares are directly owned by August III, 136,831 shares are directly owned by August Strategic III, 421,157 shares are directly owned by August III Founders and 137,532 shares are held in nominee form for the benefit of persons associated with ACM III. ACM III, the general partner of August III, August Strategic III and August III Founders, may be deemed to have sole power to vote these shares, and Johnston, Marquardt and Rappaport, the members of ACM III, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER  
 See response to row 5.

7 SOLE DISPOSITIVE POWER  
 8,203,295 shares, of which 7,507,775 shares are directly owned by August III, 136,831 shares are directly owned by August Strategic III, 421,157 shares are directly owned by August III Founders and 137,532 shares are held in nominee form for the benefit of persons associated with ACM III. ACM III, the general partner of August III, August Strategic III and August III Founders, may be deemed to have sole power to dispose of these shares, and Johnston, Marquardt and Rappaport, the members of ACM III, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON 8,203,295

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.3%

12 TYPE OF REPORTING PERSON\* OO

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1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 August Capital V, L.P. ("August V")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF  
 SHARES  
 BENEFICIALLY OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

5 SOLE VOTING POWER  
 10,786 shares, except that August Capital Management V, L.L.C. ("ACM V"), the general partner of August V, may be deemed to have sole power to vote these shares, and Howard Hartenbaum ("Hartenbaum"), David M. Hornik ("Hornik"), Johnston, Marquardt, Vivek Mehra ("Mehra") and Rappaport, the members of ACM V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER  
 See response to row 5.

7 SOLE DISPOSITIVE POWER  
 10,786 shares, except that ACM V, the general partner of August V, may be deemed to have sole power to dispose of these shares, and Hartenbaum, Hornik, Johnston, Marquardt, Mehra and Rappaport, the members of ACM V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON 10,786

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON\* PN

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
August Capital Strategic Partners V, L.P. ("August Strategic V")  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  (b)   
3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
NUMBER OF  
SHARES  
BENEFICIALLY SOLE VOTING POWER  
OWNED BY 5 91 shares, except that ACM V, the general partner of August Strategic V, may be deemed to have  
EACH sole power to vote these shares, and Hartenbaum, Hornik, Johnston, Marquardt, Mehra and  
REPORTING Rappaport, the members of ACM V, may be deemed to have shared power to vote these shares.  
PERSON  
WITH  
6 SHARED VOTING POWER  
See response to row 5.  
SOLE DISPOSITIVE POWER  
7 91 shares, except that ACM V, the general partner of August Strategic V, may be deemed to have  
sole power to dispose of these shares, and Hartenbaum, Hornik, Johnston, Marquardt, Mehra and  
Rappaport, the members of ACM V, may be deemed to have shared power to dispose of these  
shares.  
8 SHARED DISPOSITIVE POWER  
See response to row 7.  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 91  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*   
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%  
12 TYPE OF REPORTING PERSON\* PN



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1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 August Capital Management V, L.L.C. ("ACM V")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

5 SOLE VOTING POWER  
 10,955 shares, of which 10,786 shares are directly owned by August V, 91 shares are directly  
 owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons  
 associated with ACM V. ACM V, the general partner of August V and August Strategic V, may be  
 deemed to have sole power to vote these shares, and Hartenbaum, Hornik, Johnston, Marquardt,  
 Mehra and Rappaport, the members of ACM V, may be deemed to have shared power to vote these  
 shares.

6 SHARED VOTING POWER  
 See response to row 5.

7 SOLE DISPOSITIVE POWER  
 10,955 shares, of which 10,786 shares are directly owned by August V, 91 shares are directly  
 owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons  
 associated with ACM V. ACM V, the general partner of August V and August Strategic V, may be  
 deemed to have sole power to dispose of these shares, and Hartenbaum, Hornik, Johnston,  
 Marquardt, Mehra and Rappaport, the members of ACM V, may be deemed to have shared power  
 to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON 10,955

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON\* OO

CUSIP NO. 848637104 13 G Page 9 of 23

1 NAME OF REPORTING PERSON Howard Hartenbaum (“Hartenbaum”)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

5 SOLE VOTING POWER

0 shares

SHARED VOTING POWER

NUMBER OF SHARES 10,955 shares, of which 10,786 shares are directly owned by August V, 91 shares are directly owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons BENEFICIALLY associated with ACM V. Hartenbaum is a member of ACM V, the general partner of August V and OWNED BY August Strategic V, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

REPORTING PERSON 0 shares

SHARED DISPOSITIVE POWER

WITH 10,955 shares, of which 10,786 shares are directly owned by August V, 91 shares are directly owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons associated with ACM V. Hartenbaum is a member of ACM V, the general partner of August V and August Strategic V, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,955

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON\* IN

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1 NAME OF REPORTING PERSON David M. Hornik (“Hornik”)  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  (b)   
 3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 U.S. Citizen

5 SOLE VOTING POWER  
 0 shares  
 SHARED VOTING POWER  
 NUMBER OF 10,955 shares, of which 10,786 shares are directly owned by August V, 91 shares are directly  
 SHARES 6 owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons  
 BENEFICIALLY associated with ACM V. Hornik is a member of ACM V, the general partner of August V and  
 OWNED BY August Strategic V, and may be deemed to have shared power to vote these shares.  
 EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING 0 shares  
 PERSON SHARED DISPOSITIVE POWER  
 WITH 10,955 shares, of which 10,786 shares are directly owned by August V, 91 shares are directly  
 8 owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons  
 associated with ACM V. Hornik is a member of ACM V, the general partner of August V and  
 August Strategic V, and may be deemed to have shared power to dispose of these shares.  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON 10,955  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES\*   
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%  
 12 TYPE OF REPORTING PERSON\* IN

CUSIP NO. 848637104 13 G Page 11 of 23

1 NAME OF REPORTING PERSON John R. Johnston (“Johnston”)  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 3 (a)  (b)   
 4 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER  
 305,919 shares  
 SHARED VOTING POWER  
 8,214,250 shares, of which 7,507,775 shares are directly owned by August III, 136,831 shares are directly owned by August Strategic III, 421,157 shares are directly owned by August III Founders, 137,532 shares are held in nominee form for the benefit of persons associated with ACM III, 10,786 shares are directly owned by August V, 91 shares are directly owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons associated with ACM V. Johnston is a member of ACM III, the general partner of August III, August Strategic III and August III Founders, and is a member of ACM V, the general partner of August V and August Strategic V, and may be deemed to have shared power to vote these shares.

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER  
 305,919 shares  
 SHARED DISPOSITIVE POWER  
 8,214,250 shares, of which 7,507,775 shares are directly owned by August III, 136,831 shares are directly owned by August Strategic III, 421,157 shares are directly owned by August III Founders, 137,532 shares are held in nominee form for the benefit of persons associated with ACM III, 10,786 shares are directly owned by August, 91 shares are directly owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons associated with ACM V. Johnston is a member of ACM III, the general partner of August III, August Strategic III and August III Founders, and is a member of ACM V, the general partner of August V and August Strategic V, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,520,169

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.6%

12 TYPE OF REPORTING PERSON\* IN



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1 NAME OF REPORTING PERSON David F. Marquardt (“Marquardt”)  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  (b)   
 3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 U.S. Citizen  
 5 SOLE VOTING POWER  
 640,045 shares  
 SHARED VOTING POWER  
 8,214,250 shares, of which 7,507,775 shares are directly owned by August III, 136,831 shares are  
 directly owned by August Strategic III, 421,157 shares are directly owned by August III Founders,  
 137,532 shares are held in nominee form for the benefit of persons associated with ACM III, 10,786  
 6 shares are directly owned by August V, 91 shares are directly owned by August Strategic V and 78  
 NUMBER OF shares are held in nominee form for the benefit of persons associated with ACM V. Marquardt is a  
 SHARES member of ACM III, the general partner of August III, August Strategic III and August III  
 BENEFICIALLY OWNED BY Founders, and is a member of ACM V, the general partner of August V and August Strategic V, and  
 EACH may be deemed to have shared power to vote these shares.  
 REPORTING PERSON 7 SOLE DISPOSITIVE POWER  
 640,045 shares  
 SHARED DISPOSITIVE POWER  
 8,214,250 shares, of which 7,507,775 shares are directly owned by August III, 136,831 shares are  
 directly owned by August Strategic III, 421,157 shares are directly owned by August III Founders,  
 137,532 are held in nominee form for the benefit of persons associated with ACM III, 10,786 shares  
 8 are directly owned by August V, 91 shares are directly owned by August Strategic V and 78 are  
 held in nominee form for the benefit of persons associated with ACM V. Marquardt is a member of  
 ACM III, the general partner of August III, August Strategic III and August III Founders, and is a  
 member of ACM V, the general partner of August V and August Strategic V, and may be deemed to  
 have shared power to dispose of these shares.  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON 8,854,295  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES\*   
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.0%  
 12 TYPE OF REPORTING PERSON\* IN

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1 NAME OF REPORTING PERSON Vivek Mehra (“Mehra”)  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  (b)   
 3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

5 SOLE VOTING POWER  
 0 shares  
 SHARED VOTING POWER  
 NUMBER OF 10,955 shares, of which 10,786 shares are directly owned by August V, 91 shares are directly  
 SHARES 6 owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons  
 BENEFICIALLY associated with ACM V. Mehra is a member of ACM V, the general partner of August V and  
 OWNED BY August Strategic V, and may be deemed to have shared power to vote these shares.  
 EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING 0 shares  
 PERSON SHARED DISPOSITIVE POWER  
 WITH 10,955 shares, of which 10,786 shares are directly owned by August V, 91 shares are directly  
 8 owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons  
 associated with ACM V. Mehra is a member of ACM V, the general partner of August V and  
 August Strategic V, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON 10,955

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON\* IN

CUSIP NO. 848637104 13 G Page 14 of 23

1 NAME OF REPORTING PERSON Andrew S. Rappaport (“Rappaport”)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

5 SOLE VOTING POWER

30,000 shares

SHARED VOTING POWER

8,214,250 shares, of which 7,507,775 shares are directly owned by August III, 136,831 shares are directly owned by August Strategic III, 421,157 shares are directly owned by August III Founders, 137,532 shares are held in nominee form for the benefit of persons associated with ACM III, 10,786 shares are directly owned by August V, 91 shares are directly owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons associated with ACM V. Rappaport is a member of ACM III, the general partner of August III, August Strategic III and August III Founders, and is a member of ACM V, the general partner of August V and August Strategic V, and may be deemed to have shared power to vote these shares.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

30,000 shares

SHARED DISPOSITIVE POWER

8,214,250 shares, of which 7,507,775 shares are directly owned by August III, 136,831 shares are directly owned by August Strategic III, 421,157 shares are directly owned by August III Founders, 137,532 shares are held in nominee form for the benefit of persons associated with ACM III, 10,786 shares are directly owned by August V, 91 shares are directly owned by August Strategic V and 78 shares are held in nominee form for the benefit of persons associated with ACM V. Rappaport is a member of ACM III, the general partner of August III, August Strategic III and August III Founders, and is a member of ACM V, the general partner of August V and August Strategic V, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 8,244,250

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.4%

12 TYPE OF REPORTING PERSON\* IN



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ITEM 1(A). NAME OF ISSUER

Splunk, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

250 Brannan Street

San Francisco, CA 94107

ITEM 2(A). NAME OF PERSONS FILING

This Schedule 13G is filed by August Capital III, L.P., a Delaware limited partnership ("August III"), August Capital Strategic Partners III, L.P., a Delaware limited partnership ("August Strategic III"), August Capital III Founders Fund, L.P., a Delaware limited partnership ("August III Founders"), August Capital Management III, L.L.C., a Delaware limited liability company ("ACM III"), August Capital V, L.P., a Delaware limited partnership ("August V"), August Capital Strategic Partners V, L.P., a Delaware limited partnership ("August Strategic V"), and August Capital Management V, L.L.C., a Delaware limited liability company ("ACM V"), and Howard Hartenbaum ("Hartenbaum"), David M. Hornik ("Hornik"), John R. Johnston ("Johnston"), David F. Marquardt ("Marquardt"), Vivek Mehra ("Mehra") and Andrew S. Rappaport ("Rappaport"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ACM III is the general partner of August III, August Strategic III and August III Founders, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by August III, August Strategic III and August III Founders. Johnston, Marquardt and Rappaport are members of ACM III, and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by August III, August Strategic III and August III Founders.

ACM V is the general partner of August V and August Strategic V, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by August V and August Strategic V. Hartenbaum, Hornik, Johnston, Marquardt, Mehra and Rappaport are members of ACM V, and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by August V and August Strategic V.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

August Capital  
2480 Sand Hill Road  
Suite 101  
Menlo Park, California 94025

ITEM 2(C). CITIZENSHIP

-

August III, August Strategic III, August III Founders, August V and August Strategic V are Delaware limited partnerships. ACM III and ACM V are Delaware limited liability companies. Hartenbaum, Hornik, Johnston, Marquardt, Mehra and Rappaport are United States citizens.

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock, \$0.001 par value

ITEM 2(E). CUSIP NUMBER

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848637104

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2012.

(a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

- (iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of August III, August Strategic III, August III Founders, August V and August Strategic V, and the limited liability company agreements of ACM III and ACM V, the general partner and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

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.

Date: February 13, 2013      **August Capital III,  
L.P.**

By: August Capital Management III, L.L.C.

Its: General Partner

By: /s/ John R. Johnston  
John R. Johnston, Member

**August Capital Strategic Partners III, L.P.**

By: August Capital Management III, L.L.C.

Its: General Partner

By: /s/ John R. Johnston  
John R. Johnston, Member

**August Capital III Founders Fund, L.P.**

By: August Capital Management III, L.L.C.

Its: General Partner

By: /s/ John R. Johnston

John R. Johnston, Member

**August Capital Management III, L.L.C.**

By: /s/ John R. Johnston

John R. Johnston, Member

**August Capital V, L.P.**

By: August Capital Management V, L.L.C.

Its: General Partner

By: /s/ David Hornik

David Hornik, Member

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**August Capital Strategic Partners V, L.P.**

By: August Capital Management V, L.L.C.

Its: General Partner

By: /s/ David Hornik  
David Hornik, Member

**August Capital Management V, L.L.C.**

By: /s/ David Hornik  
David Hornik, Member

/s/ Howard Hartenbaum

**Howard Hartenbaum**

/s/ David Hornik

**David M. Hornik**



/s/ John R. Johnston

**John R. Johnston**

/s/ David F. Marquardt

**David F. Marquardt**

/s/ Vivek Mehra

**Vivek Mehra**

/s/ Andrew S. Rappaport

**Andrew S. Rappaport**

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EXHIBIT INDEX

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Splunk, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 13, 2013      **August Capital III,  
L.P.**

By: August Capital Management III, L.L.C.

Its: General Partner

By: /s/ John R. Johnston  
John R. Johnston, Member

**August Capital Strategic Partners III, L.P.**

By: August Capital Management III, L.L.C.

Its: General Partner

By: /s/ John R. Johnston  
John R. Johnston, Member

**August Capital III Founders Fund, L.P.**

By: August Capital Management III, L.L.C.

Its: General Partner

By: /s/ John R. Johnston  
John R. Johnston, Member

**August Capital Management III, L.L.C.**

By: /s/ John R. Johnston  
John R. Johnston, Member

**August Capital V, L.P.**

By: August Capital Management V, L.L.C.

Its: General Partner

By: /s/ David Hornik  
David Hornik, Member

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**August Capital Strategic Partners V, L.P.**

By: August Capital Management V, L.L.C.

Its: General Partner

By: /s/ David Hornik  
David Hornik, Member

**August Capital Management V, L.L.C.**

By: /s/ David Hornik  
David Hornik, Member

/s/ Howard Hartenbaum

**Howard Hartenbaum**

/s/ David Hornik

**David M. Hornik**

/s/ John R. Johnston

**John R. Johnston**

/s/ David F. Marquardt

**David F. Marquardt**

/s/ Vivek Mehra

**Vivek Mehra**

/s/ Andrew S. Rappaport

**Andrew S. Rappaport**