

JK&B Capital IV, L.L.C.
Form SC 13G
February 08, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

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

(Amendment No.)*

Splunk Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(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).

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CUSIP No. 848637104

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| | |
|--|--|
| 1 | Name of Reporting Persons JK&B Capital IV, L.P. (JK&B) |
| | I.R.S. Identification No. of Above Person (Entities Only). 36-4423906 |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 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 6,498,896 shares, except that JK&B Management IV, L.P., (JK&B Management), the general partner of JK&B, may be deemed to have sole power to vote these shares, JK&B Capital IV, L.L.C. (JK&B Capital), the general partner of JK&B Management, may be deemed to have sole power to vote these shares, and David Kronfeld (Kronfeld), the managing member of JK&B Capital, may be deemed to have sole power to vote these shares. |
| | 6 Shared Voting Power See response to row 5. |
| | 7 Sole Dispositive Power 6,498,896 shares, except that JK&B Management, the general partner of JK&B, may be deemed to have sole power to dispose of these shares, JK&B Capital, the general partner of JK&B Management, may be deemed to have sole power to dispose of these shares, and Kronfeld, the managing member of JK&B Capital may be deemed to have sole power to dispose of these shares. |
| | 8 Shared Dispositive Power See response to row 7. |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 6,498,896(1) |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row (9) 6.6%(2) |
| 12 | Type of Reporting Person (See Instructions) PN |

(1) The information with respect to the shares of Common Stock beneficially owned by the Reporting Person is provided as of December 31, 2012 and does not include the pro rata distribution of 6,498,896 shares of Common Stock by the Reporting Person on January 16, 2013 (the JK&B Distribution). Following the JK&B Distribution, the Reporting Person does not beneficially own any shares of the Issuer s Common Stock.

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(2) Based on 98,614,774 shares of the Issuer's Common Stock outstanding as of December 10, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2012, filed with the Securities and Exchange Commission (the "SEC") on December 13, 2012.

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| 1 | Name of Reporting Persons JK&B Capital IV QIP, L.P. (JK&B QIP) |
| | I.R.S. Identification No. of Above Person (Entities Only). 36-4446434 |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 565,122 shares, except that JK&B Management, the general partner of JK&B QIP, may be deemed to have sole power to vote these shares, JK&B Capital, the general partner of JK&B Management, may be deemed to have sole power to vote these shares, and Kronfeld, the managing member of JK&B Capital, may be deemed to have sole power to vote these shares. |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 6 Shared Voting Power See response to row 5. |
| 7 | Sole Dispositive Power 565,122 shares, except that JK&B Management, the general partner of JK&B QIP, may be deemed to have sole power to dispose of these shares, JK&B Capital, the general partner of JK&B Management, may be deemed to have sole power to dispose of these shares, and Kronfeld, the managing member of JK&B Capital may be deemed to have sole power to dispose of these shares. |
| 8 | Shared Dispositive Power See response to row 7. |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 565,122(1) |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row (9) 0.6%(2) |
| 12 | Type of Reporting Person (See Instructions) PN |

(1) The information with respect to the shares of Common Stock beneficially owned by the Reporting Person is provided as of December 31, 2012 and does not include the pro rata distribution of 565,122 shares of Common Stock by the Reporting Person on January 16, 2013 (the JK&B QIP Distribution). Following the JK&B QIP Distribution, the Reporting Person does not beneficially own any shares of the Issuer s Common Stock.

(2) Based on 98,614,774 shares of the Issuer s Common Stock outstanding as of December 10, 2012, as reported in the Issuer s Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2012, filed with the Securities and Exchange Commission (the SEC) on December 13,

2012.

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| 1 | Name of Reporting Persons JK&B Management IV, L.P. |
| | I.R.S. Identification No. of Above Person (Entities Only) 36-4423904 |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 7,064,018 shares, of which 6,498,896 are directly owned by JK&B and 565,122 are directly owned by JK&B QIP. JK&B Management, the general partner of both JK&B and JK&B QIP, may be deemed to have sole power to vote these shares, JK&B Capital, the general partner of JK&B Management, may be deemed to have sole power to vote these shares, and Kronfeld, the managing member of JK&B Capital, may be deemed to have sole power to vote these shares. |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 6 Shared Voting Power See response to row 5. |
| | 7 Sole Dispositive Power 7,064,018 shares, of which 6,498,896 are directly owned by JK&B and 565,122 are directly owned by JK&B QIP. JK&B Management, the general partner of both JK&B and JK&B QIP, may be deemed to have sole power to dispose of these shares, JK&B Capital, the general partner of JK&B Management, may be deemed to have sole power to dispose of these shares, and Kronfeld, the managing member of JK&B Capital, may be deemed to have sole power to dispose of these shares. |
| | 8 Shared Dispositive Power See response to row 7. |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 7,064,018(1) |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row (9) 7.2%(2) |
| 12 | Type of Reporting Person (See Instructions) PN |

(1) The information with respect to the shares of Common Stock beneficially owned by the Reporting Person is provided as of December 31, 2012 and does not include the pro rata distributions of 6,498,896 shares of Common Stock by JK&B on January 16, 2013 (the JK&B Distribution) and 565,122 shares of Common Stock by JK&B QIP on January 16, 2013 (the JK&B QIP Distribution and together with the JK&B Distribution, the Distributions). Following the Distributions, the Reporting Person does not beneficially own any shares of the Issuer s Common Stock.

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(2) Based on 98,614,774 shares of the Issuer's Common Stock outstanding as of December 10, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2012, filed with the Securities and Exchange Commission (the "SEC") on December 13, 2012.

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|----|---|
| 1 | Name of Reporting Persons JK&B Capital IV, L.L.C. |
| | I.R.S. Identification No. of Above Person (Entities Only). 36-4458093 |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 7,064,018 shares, of which 6,498,896 are directly owned by JK&B and 565,122 are directly owned by JK&B QIP. JK&B Management, the general partner of both JK&B and JK&B QIP, may be deemed to have sole power to vote these shares, JK&B Capital, the general partner of JK&B Management, may be deemed to have sole power to vote these shares, and Kronfeld, the managing member of JK&B Capital, may be deemed to have sole power to vote these shares. |
| 6 | Shared Voting Power See response to row 5. |
| 7 | Sole Dispositive Power 7,064,018 shares, of which 6,498,896 are directly owned by JK&B and 565,122 are directly owned by JK&B QIP. JK&B Management, the general partner of both JK&B and JK&B QIP, may be deemed to have sole power to dispose of these shares, JK&B Capital, the general partner of JK&B Management, may be deemed to have sole power to dispose of these shares, and Kronfeld, the managing member of JK&B Capital, may be deemed to have sole power to dispose of these shares. |
| 8 | Shared Dispositive Power See response to row 7. |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 7,064,018(1) |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row (9) 7.2%(2) |
| 12 | Type of Reporting Person (See Instructions) OO |

(1) The information with respect to the shares of Common Stock beneficially owned by the Reporting Person is provided as of December 31, 2012 and does not include the pro rata distributions of 6,498,896 shares of Common Stock by JK&B on January 16, 2013 (the JK&B Distribution) and 565,122 shares of Common Stock by JK&B QIP on January 16, 2013 (the JK&B QIP Distribution and together with the JK&B Distribution, the Distributions). Following the Distributions, the Reporting Person does not beneficially own any shares of the Issuer s Common Stock.

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(2) Based on 98,614,774 shares of the Issuer's Common Stock outstanding as of December 10, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2012, filed with the Securities and Exchange Commission (the "SEC") on December 13, 2012.

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| | | |
|--|---|---|
| 1 | Name of Reporting Persons David Kronfeld | |
| | I.R.S. Identification No. of Above Person (Entities Only). | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization U.S. Citizen | |
| | 5 | Sole Voting Power 7,096,589 shares, of which 6,498,896 are directly owned by JK&B; 565,122 are directly owned by JK&B QIP; and 32,571 are directly owned by Kronfeld. JK&B Management, the general partner of both JK&B and JK&B QIP, may be deemed to have sole power to vote the shares directly owned by JK&B and JK&B QIP, JK&B Capital, the general partner of JK&B Management, may be deemed to have sole power to vote JK&B and JK&B QIP, and Kronfeld, the managing member of JK&B Capital, may be deemed to have sole power to vote all of these shares. |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 6 | Shared Voting Power See response to row 5. |
| | 7 | Sole Dispositive Power 7,096,589 shares, of which 6,498,896 are directly owned by JK&B; 565,122 are directly owned by JK&B QIP; and 32,571 are directly owned by Kronfeld. JK&B Management, the general partner of both JK&B and JK&B QIP, may be deemed to have sole power to vote the shares directly owned by JK&B and JK&B QIP, JK&B Capital, the general partner of JK&B Management, may be deemed to have sole power to vote JK&B and JK&B QIP, and Kronfeld, the managing member of JK&B Capital, may be deemed to have sole power to vote all of these shares. |
| | 8 | Shared Dispositive Power See response to row 7. |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 7,096,589(1) | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row (9) 7.2%(2) | |
| 12 | Type of Reporting Person (See Instructions) IN | |

(1) The information with respect to the shares of Common Stock beneficially owned by the Reporting Person is provided as of December 31, 2012 and does not include the pro rata distributions of 6,498,896 shares of Common Stock by JK&B on January 16, 2013 and 565,122 shares of Common Stock by JK&B QIP on January 16, 2013.

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(2) Based on 98,614,774 shares of the Issuer's Common Stock outstanding as of December 10, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2012, filed with the Securities and Exchange Commission (the "SEC") on December 13, 2012.

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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 Person Filing.

This Statement is filed by JK&B Capital IV, L.P., a Delaware limited partnership (JK&B), JK&B Capital IV QIP, L.P., a Delaware limited partnership (JK&B QIP), JK&B Management IV, L.P., a Delaware limited partnership (JK&B Management), JK&B Capital IV, L.L.C., a Delaware limited liability company (JK&B Capital), and David Kronfeld (Kronfeld). The foregoing entities and individual are collectively referred to as the Reporting Persons.

JK&B Management, the general partner of JK&B, may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by JK&B and JK&B QIP. JK&B Capital, the general partner of JK&B Management, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by JK&B and JK&B QIP. Kronfeld is the managing member of JK&B Capital and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by JK&B and JK&B QIP and in his individual capacity.

Item 2(B).

Address of Principal Place of Business Office.

The address for each of the Reporting Persons is:

c/o JK&B Capital

Two Prudential Plaza

180 N. Stetson Avenue

Suite 4500

Chicago, IL 60601

Item 2(C)

Citizenship.

JK&B, JK&B QIP and JK&B Management are Delaware limited partnerships. JK&B Capital is a Delaware limited liability company. Kronfeld is a United States citizen.

Item 2(D)

Title of Class of Securities.

Common Stock, par value \$0.001 per share.

Item 2(E)

CUSIP Number.

848637104

Item 3.

Not applicable.

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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:

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.

Not applicable.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8.

Identification and Classification of Members of the Group.

Not applicable.

Item 9.

Notice of Dissolution of Group.

Not applicable.

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Item 10. Certifications.
Not applicable.

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 7, 2013

JK&B Capital IV, L.P.
By: JK&B Management IV, L.P.,
Its General Partner
By: JK&B Capital IV, L.L.C.,
Its General Partner

/s/ Nancy O Leary
Nancy O Leary
Attorney-In-Fact

JK&B Capital IV QIP, L.P.
By: JK&B Management IV, L.P.,
Its General Partner
By: JK&B Capital IV, L.L.C.,
Its General Partner

/s/ Nancy O Leary
Nancy O Leary
Attorney-In-Fact

JK&B Management IV, L.P.
By: JK&B Capital IV, L.L.C.,
Its General Partner

/s/ Nancy O Leary
Nancy O Leary
Attorney-In-Fact

JK&B Capital IV, L.L.C.

/s/ Nancy O Leary
Nancy O Leary
Attorney-In-Fact

David Kronfeld

/s/ Nancy O Leary
Nancy O Leary
Attorney-In-Fact

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)