

SPLUNK INC  
Form 8-K  
June 10, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**June 9, 2016**

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**Splunk Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35498**  
(Commission  
File Number)

**86-1106510**  
(IRS Employer  
Identification No.)

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**250 Brannan Street**

**San Francisco, California 94107**

(Address of principal executive offices, including zip code)

**(415) 848-8400**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

Splunk Inc. (the Company) held its Annual Meeting of Stockholders (Annual Meeting) on June 9, 2016. The matters voted upon at the Annual Meeting and the results of such voting are set forth below.

**Proposal 1: Election of Class I Directors**

| Name of Director   | For         | Against   | Abstain | Broker Non-Votes |
|--------------------|-------------|-----------|---------|------------------|
| Mark Carges        | 107,842,790 | 1,369,928 | 76,267  | 14,152,223       |
| David Hornik       | 108,589,434 | 623,420   | 76,131  | 14,152,223       |
| Thomas Neustaetter | 107,578,897 | 1,633,489 | 76,599  | 14,152,223       |

Mark Carges, David Hornik and Thomas Neustaetter were duly elected as Class I directors.

**Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm for the Fiscal Year Ending January 31, 2017**

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 121,763,237 | 1,549,773 | 128,198 |

The Company's stockholders approved PricewaterhouseCoopers LLP, independent registered public accountants, to audit the Company's financial statements for the fiscal year ending January 31, 2017, as disclosed in the proxy statement relating to the Annual Meeting.

**Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation**

| For        | Against    | Abstain | Broker Non-Vote |
|------------|------------|---------|-----------------|
| 96,922,016 | 12,008,777 | 358,192 | 14,152,223      |

The Company's stockholders approved Proposal 3, a non-binding advisory vote concerning the compensation of the named executive officers as disclosed in the proxy statement relating to the Annual Meeting.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Splunk Inc.**

By:

*/s/ David F. Conte*

**David F. Conte**

**Senior Vice President and Chief Financial  
Officer**

Date: June 10, 2016