

SPLUNK INC.

ANNUAL REPORT AND PROXY STATEMENT



APRIL 2017

DEAR FELLOW SPLUNK STOCKHOLDERS:



Last year was another great year for Splunk, and I couldn't be more proud of the dedication and accomplishments of our incredible Splunk team.

For the fiscal year ending January 31, 2017, revenue totaled \$950 million, a 42% increase from last year. We ended the year with over 13,000 customers across 110 countries, and we grew our employee base to over 2,700. We also made several strategic hires to our Executive Team and have a well-rounded leadership bench with the skillsets and experience needed to further accelerate our growth.

Our mission at Splunk remains the same – to make machine data accessible, usable and valuable to everyone. The amount of data in the world is exploding and Splunk is the best solution to help customers easily and cost-effectively collect, analyze and get maximum value from that data. Our customers continue to expand their use of Splunk within their organizations, with many moving from a single use case in one department to standardizing on Splunk as an enterprise-wide platform, and finding new use cases every day from which they can realize additional value from their machine data.

At our annual Users' Conference in Orlando, we made some exciting announcements including our unlimited use term licenses, free test/dev licenses, removing metered shutoff, and offering a wide range of free education. These changes will enable and incent our customers to analyze more of their data, generate more value from their data, and drive further adoption of the Splunk platform.

Our Market Groups are leading the way for growth. Our security investments continue to establish Splunk as the security analytics platform that enables our customers to better detect and respond throughout the lifecycle of a security attack. Our Enterprise Security product (ES) is now well established, and to boot, our SIEM solution is now at the top of Gartner's Magic Quadrant after four consecutive years as a leader.

Our IT Service Intelligence premium solution was launched in FY16, and in its first full year on the market, has shown the same upside potential as ES. We're also proud that Splunk was ranked number one in the worldwide IT Operations Analytics software market share by IDC for the second year in a row. And this year we announced a new version of IT Service Intelligence that uses machine learning to proactively surface critical events.

We are committed to building a vibrant ecosystem with our technology and go-to-market partnerships. Collaborating with strategic partners such as AWS, Accenture, Cisco, Booz Allen and others has enabled us to expand Splunk's reach enterprise-wide, and opens new markets and geographies.

The power of Splunk can also make the world a better place. This year, we announced Splunk Pledge, a 10-year commitment to provide over \$100 million in licenses and resources toward education and charitable causes, including STEM education, humanitarian response and preventing human trafficking.

It is early in our data and analytics journey. This is a big market with a tremendous opportunity that Splunk is uniquely positioned to win. We are confident in our long-term strategy to become the ubiquitous machine data platform for our customers.

Thank you for your continued confidence in Splunk. I look forward to updating you on our progress throughout the year.

A handwritten signature in black ink that reads "Doug Merritt". The signature is fluid and cursive, with a long horizontal stroke at the end.

Doug Merritt
President and CEO
Splunk Inc.





270 Brannan Street
San Francisco, California 94107

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held at 3:30 p.m. Pacific Time on June 8, 2017

TO THE STOCKHOLDERS OF SPLUNK INC.:

The Annual Meeting of Stockholders of Splunk Inc., a Delaware corporation (“Splunk,” “we,” or the “Company”), will be held on **June 8, 2017, at 3:30 p.m. Pacific Time**, at 139 Townsend Street, Suite 150, San Francisco, California 94107, for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect three Class II directors to serve until the 2020 annual meeting of stockholders or until their successors are duly elected and qualified;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2018;
3. To conduct an advisory vote to approve the compensation of our named executive officers; and
4. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

The Board of Directors of Splunk (the “Board”) has fixed the close of business on April 13, 2017 as the record date for the meeting. Only holders of our common stock as of the record date are entitled to notice of and to vote at the meeting. Further information regarding voting rights and the matters to be voted upon is presented in this proxy statement.

On or about April 26, 2017, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”). The Notice provides instructions on how to vote online, by telephone, or by mail and includes instructions on how to receive a paper copy of proxy materials by mail if you choose. Instructions on how to access our proxy statement and our fiscal 2017 Annual Report may be found in the Notice or on our website at investors.splunk.com.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting of Stockholders, we urge you to submit your vote via the Internet, telephone or mail.

We appreciate your continued support of Splunk.

Very truly yours,

Leonard R. Stein
Senior Vice President, General Counsel and Secretary
San Francisco, California
April 26, 2017

HOW TO CAST YOUR VOTE

Your vote is important to the future of Splunk. If you are a registered stockholder, please vote your shares as soon as possible by one of the following methods:



www.proxyvote.com
Vote by Internet



1-800-690-6903
Vote by Telephone



Mail your signed proxy card
Vote by Mail

If you are a street name stockholder (i.e., you hold your shares through a broker, bank or other nominee), please vote your shares as soon as possible by following the instructions from your broker, bank or other nominee.

See “Other Matters—Questions and Answers About the Proxy Materials and Our 2017 Annual Meeting” for details on voting requirements and additional information about the Annual Meeting.



PROXY STATEMENT SUMMARY

YOUR VOTE IS IMPORTANT

This summary highlights information contained within this proxy statement. You should read the entire proxy statement carefully and consider all information before voting. Page references are supplied to help you find further information in this proxy statement.

VOTING MATTERS, VOTE RECOMMENDATIONS AND RATIONALE

Voting Matter	Board Vote Recommendation
Proposal 1: Election of Class II Directors (page 8) The Board and the Nominating and Corporate Governance Committee believe that the director nominees possess the necessary qualifications to provide effective oversight of the business and quality advice to our management team.	FOR EACH NOMINEE
Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm (page 23) The Board and the Audit Committee believe that the continued retention of PricewaterhouseCoopers LLP for the fiscal year ending January 31, 2018 is in the best interests of the Company and its stockholders. As a matter of good corporate governance, stockholders are being asked to ratify the Audit Committee's selection of the independent registered public accounting firm.	FOR
Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation (page 26) Our executive compensation program demonstrates the continuing evolution of our pay for performance philosophy, and reflects feedback received from stockholder engagement. We currently hold our Say-on-Pay vote annually.	FOR

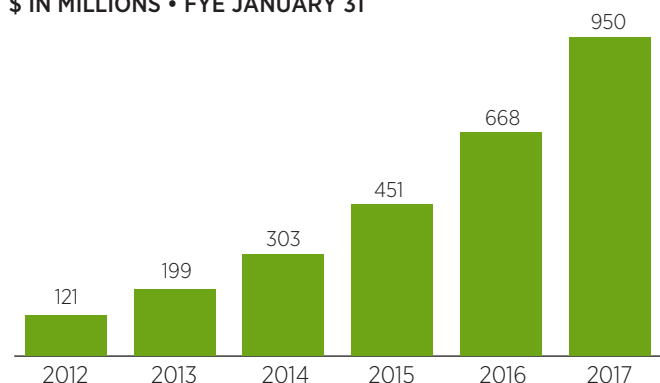
FISCAL 2017 BUSINESS HIGHLIGHTS

Fiscal 2017 was another year of solid financial performance and execution, with top-line revenue and operating cash flow (“OCF”) results as shown below. Our ongoing prioritization of customer success and adoption led to continued revenue and OCF growth. In fiscal 2017, our compensation plans emphasized revenue and OCF metrics in order to align our compensation incentives with our business strategy of disciplined growth. Our fiscal 2017 highlights include achievement of the following:

- Total revenues of \$950.0 million, representing an increase of \$281.5 million, or 42%, over fiscal 2016;
- Operating cash flow of \$201.8 million, compared to \$155.6 million in fiscal 2016; and
- Over 13,000 customers in more than 110 countries at the end of fiscal 2017, compared to over 11,000 customers at the end of fiscal 2016.

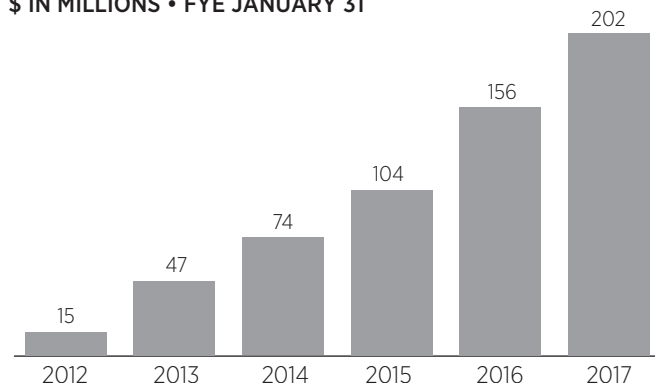
TOTAL REVENUES

\$ IN MILLIONS • FYE JANUARY 31



OPERATING CASH FLOW

\$ IN MILLIONS • FYE JANUARY 31



See also “Strategic Context and Fiscal 2017 Business Highlights” within Compensation Discussion and Analysis on page 27 of this proxy statement. Detailed information on our financial and operational performance can be found in our fiscal 2017 Annual Report on Form 10-K.

STOCKHOLDER ENGAGEMENT

We believe that effective corporate governance includes regular, constructive conversations with our stockholders, and we value our stockholders' continued interest and feedback. We are committed to maintaining an active dialogue to understand the priorities and concerns of our stockholders on the topics of executive pay and corporate governance policies and practices. We believe that ongoing engagement builds mutual trust and understanding with our stockholders. During the fall of 2016, as part of our annual stockholder engagement program, we solicited the views of institutional investors representing approximately 82% of our issued and outstanding shares and engaged in substantive discussions with investors representing approximately 53% of our outstanding shares. These discussions were productive and informative, and have helped ensure that our Board's decisions are informed by stockholder objectives. For additional information, see "Corporate Governance at Splunk—Other Governance Policies and Practices—Stockholder Engagement" on page 16 of this proxy statement and "Executive Compensation—Compensation Discussion and Analysis—Executive Summary—Stockholder Engagement and Our 2016 Say-on-Pay Vote" on page 29 of this proxy statement.

CORPORATE GOVERNANCE

We believe that good corporate governance promotes the long-term interests of our stockholders, strengthens our Board and management accountability and leads to better business performance. For these reasons, we are committed to maintaining strong corporate governance practices.

The "Corporate Governance at Splunk" section beginning on page 8 describes our governance practices, which include the following highlights:

✓ 100% Independent Committee Members	✓ Stockholder Engagement Program
✓ Lead Independent Director	✓ Board Risk Oversight
✓ Separate Chairman and CEO roles	✓ Stock Ownership Guidelines for Directors and Officers
✓ Majority Voting for Directors with Resignation Policy	✓ Anti-Hedging and Pledging Policy
✓ Annual Board Evaluation, and Third Party Evaluation	✓ Periodic Review of Committee Charters and Governance Policies
✓ Independent Directors Meet Without Management Present	✓ Annual Say-on-Pay Vote
✓ Board Continuing Education Program	✓ Clawback Policy
✓ Succession Planning Process	✓ Code of Conduct for Directors, Officers and Employees
✓ Proxy Access	

Director Nominees and Other Directors

The following table provides summary information about each director nominee and other directors as of March 31, 2017. See pages 10 to 13 for more information.

	Class	Age	Principal Occupation	Director Since	Current Term Expires	Expiration of Term For Which Nominated	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee ⁽¹⁾
2017 Director Nominees									
John Connors*	II	58	Managing Partner, Ignition Partners	2007	2017	2020	☑️		☑️
Patricia Morrison*	II	57	EVP, Customer Support Services, and CIO, Cardinal Health	2013	2017	2020		☑️	
Stephen Newberry*	II	63	Chairman, Lam Research	2013	2017	2020			☑️
Continuing Directors									
Douglas Merritt	III	53	President and CEO, Splunk	2015	2018	—			
Graham Smith*	III	57	Former CFO, salesforce.com	2011	2018	—	☑️		
Godfrey Sullivan	III	63	Chairman, Splunk	2008	2018	—			
Mark Carges*	I	55	Former CTO, eBay	2014	2019	—		☑️	
David Hornik*	I	49	Partner, August Capital	2004	2019	—			☑️
Thomas Neustaetter*	I	65	Managing Director, JK&B Capital	2010	2019	—		☑️	
Non-Continuing Director									
Amy Chang*	II	40	CEO and Founder, Accompany	2015	2017	—			☑️

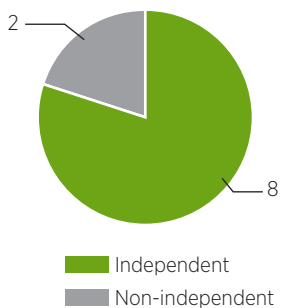
* Independent director

- ☑️ Chair
- ☑️ Member
- ☑️ Audit Committee Financial Expert

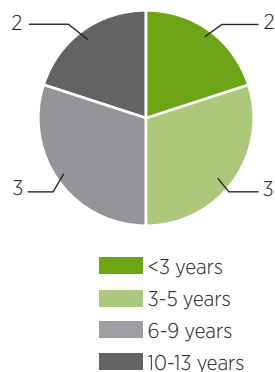
(1) Ms. Chang, a current director, is not standing for re-election at the Annual Meeting.

Director Dashboard

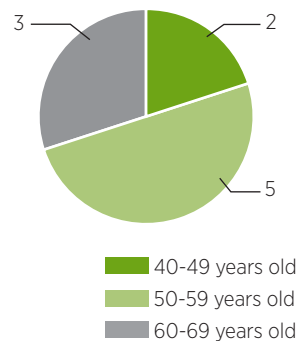
Director Independence



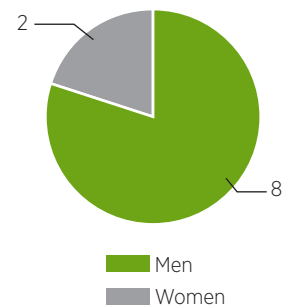
Tenure



Age



Gender Diversity



EXECUTIVE COMPENSATION HIGHLIGHTS

Our executive compensation program is designed to attract, motivate and retain the key executives who drive our success. Pay that reflects performance and aligns with the interests of long-term stockholders is key to our compensation program design and decisions. In fiscal 2017, we structured our executive compensation program to be heavily weighted towards performance-based compensation by providing (a) short-term cash bonuses designed to drive top-line growth and (b) long-term equity awards tied to our revenue and OCF performance.

Our Executive Compensation Practices

Our executive compensation policies and practices reinforce our pay for performance philosophy and align with sound governance principles. Listed below are highlights of our fiscal 2017 compensation policies and practices:

 What We Do	 What We Don't Do
<ul style="list-style-type: none"> ✓ Performance-based cash and equity incentives ✓ Clawback policy on cash and equity incentive compensation ✓ Stock ownership guidelines for executive officers and directors ✓ Caps on performance-based cash and equity incentive compensation ✓ 100% independent directors on the Compensation Committee ✓ Independent compensation consultant engaged by the Compensation Committee ✓ Annual review and approval of our compensation strategy ✓ Significant portion of executive compensation at risk based on corporate performance ✓ Four-year equity award vesting periods ✓ Limited and modest perquisites 	<ul style="list-style-type: none"> ✗ No “single trigger” change of control benefits ✗ No post-termination retirement- or pension-type non-cash benefits or perquisites for our executive officers that are not available to our employees generally ✗ No tax gross-ups for change of control benefits ✗ No short sales, hedging, or pledging of stock ownership positions and transactions involving derivatives of our common stock ✗ No strict benchmarking of compensation to a specific percentile of our peer group

Our Fiscal 2017 Named Executive Officer Pay

The charts below show the pay mix of our CEO and other named executive officers (“NEOs”) and the components of their pay for fiscal 2017. These charts illustrate the predominance of at-risk and performance-based components in our regular executive compensation program. We believe these components provide a compensation package that helps attract and retain qualified individuals, links individual performance to Company performance, focuses the efforts of our NEOs and other executive officers on the achievement of both our short-term and long-term objectives and aligns the interests of our executive officers with those of our stockholders.

CEO



ALL OTHER NEOs*



* One of our NEOs, Susan St. Ledger, joined the Company on May 2, 2016. Her base salary and cash bonus amounts are prorated based on the number of days in fiscal 2017 during which she was employed with us. Given the timing of Richard Campione’s start date of November 14, 2016, his fiscal 2017 compensation is excluded above.

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CORPORATE GOVERNANCE AT SPLUNK

PROPOSAL 1: ELECTION OF DIRECTORS

Our business affairs are managed under the direction of our Board, which is currently composed of ten members. Eight of our directors are independent within the meaning of the independent director rules of The NASDAQ Stock Market. Our Board is divided into three classes of directors. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose term is then expiring. Each director’s term continues until the expiration of the term for which he or she is elected and until the election and qualification of his or her successor, or his or her earlier death, resignation, or removal.

Any increase or decrease in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the total number of directors. Amy Chang informed the Company on March 19, 2017 that, due to personal reasons, she is not standing for re-election at the Annual Meeting and will no longer serve on the Board following the Annual Meeting. Accordingly, Stephen Newberry was moved from Class III to Class II in order to evenly distribute our directors amongst the three classes. For all other purposes, Mr. Newberry’s service on the Board is deemed to have continued uninterrupted. The size of our Board will be decreased from ten to nine as of the date of the Annual Meeting.

We maintain a majority voting policy for the election of directors. This means that in order for a nominee to be elected in an uncontested election, the number of votes cast “For” such nominee’s election must exceed the number of votes cast “Against” that nominee’s election. Broker non-votes and abstentions will have no effect on the outcome of the election.

THE BOARD RECOMMENDS A VOTE “FOR” EACH OF THE NOMINEES NAMED BELOW.

CONSIDERATIONS IN EVALUATING DIRECTOR NOMINEES

The Nominating and Corporate Governance Committee uses a variety of methods to identify and evaluate director nominees. It considers potential new candidates recommended by its members, other Board members, management and individual stockholders. It also uses the services of a third-party search firm to help it identify, screen, interview and conduct background investigations of potential director candidates. In evaluating director candidates

and considering incumbent directors for nomination to the Board, the Nominating and Corporate Governance Committee expects certain minimum qualifications and takes into consideration key factors, experiences, qualifications and skills that are relevant to the Board’s work and the Company’s strategy and strengthen the current Board’s skills mix.

The Nominating and Corporate Governance Committee requires the following minimum qualifications to be satisfied by any nominee for a position on the Board:

Highest personal and professional ethics & integrity	Proven achievement in nominee’s field	Sound business judgment	Complementary skills to those of existing Board	Ability to assist management and significantly contribute to our success	Understanding of fiduciary duties	Commitment of time and energy
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Key factors the Nominating and Corporate Governance Committee considers when selecting directors and refreshing the Board (in addition to the current size and composition of the Board and the needs of the Board and its committees) include:

- **Age and Tenure** – While the Board does not have term limits, the Board seeks to balance appropriate levels of director turnover. New perspectives and new ideas are critical to a forward-looking and strategic Board as is the ability to benefit from the valuable experience and familiarity that longer-serving directors bring. The average tenure for our current directors is approximately six years.
- **Diversity** – While the Board does not have a specific diversity policy, in making determinations regarding nominations of directors, the Nominating and Corporate Governance Committee considers diversity of race, ethnicity, gender, age and cultural background. The Board believes that diversity contributes to more effective decision-making and ultimately to the success of our customers and stockholders.
- **Experience** – The Nominating and Corporate Governance Committee strives for a Board that spans a range of expertise and perspective in areas relevant to the Company’s business, strategic vision and operating and innovation environment.

- **Full-time employment** – The Nominating and Corporate Governance Committee will consider employment status and whether the director holds a current operating role or is retired and has the commitment of time and energy necessary to diligently carry out his or her fiduciary responsibilities.
- **Independence** – Having an independent Board is a core element of our governance philosophy. Our Corporate Governance Guidelines provide that a majority of our directors will be independent.

The Nominating and Corporate Governance Committee also considers and evaluates other factors it deems to be in our and our stockholders' best interests. The Nominating and Corporate Governance Committee does not assign any particular weighting or priority to any of these factors.

The Nominating and Corporate Governance Committee reviews with the Board on an annual or more frequent basis the director skills and experience qualifications that it believes are desirable to be represented on the Board, considering current Board composition and Company circumstances. The Nominating and Corporate Governance Committee believes that it is critical for directors to have technology and product experience and to have previously held significant leadership positions. Below is a summary of the primary experiences, qualifications and skills that our directors bring to the Board:

- | | |
|--|---|
|  <p>Technology & Product (100%)
All 10 directors are experienced leaders in the technology sector focused on innovation and collaboration, which allows them to provide valuable insight on significant issues specific to the software and enterprise software industries.</p> |  <p>Financial (50%)
5 of the directors have strong financial experience, having spent a significant portion of their careers focused on finance or as a C-level executive, with 3 of them previously having served as chief financial officers.</p> |
|  <p>Leadership (100%)
All 10 directors have held significant leadership positions, possess strong leadership qualities and know the levers that drive change and growth, which equips them to provide constructive insight to our management team.</p> |  <p>Sales (40%)
4 of the directors have sales experience, which is relevant as the Company continues to expand its direct and indirect sales organization, increase customer satisfaction and renewals by offering support to ensure customer success and drive enterprise-wide adoption of its offerings.</p> |
|  <p>International Operations & Growth (90%)
9 of the directors have experience in the operational, financial and strategic issues facing global companies, which brings critical perspective to the Board as we continue to expand our international operations.</p> |  <p>Marketing (40%)
4 of the directors have marketing experience and expertise in brand building in rapidly-changing industries, which contributes to the Company's ability to identify and develop new markets for its offerings and expand into adjacent products, services and technologies.</p> |
|  <p>Risk Management (70%)
7 of the directors have experience in risk management and oversight, which contributes to the Board's role in overseeing risk management and understanding the most significant risks facing the Company.</p> |  <p>Information Security & Privacy (30%)
3 of the directors have experience in information security and privacy, which enhances the Board's oversight of cybersecurity and understanding the implications of cyber risks as they relate to the Company.</p> |

In light of the individual qualifications and experiences of each of our director nominees discussed below, and the contributions that our nominees have made to our Board, our Board has concluded that each of our director nominees should be re-elected. Biographies of all of our directors are set forth below.

NOMINEES FOR DIRECTOR



John Connors

Lead Independent Director

Managing Partner at
Ignition Partners

Director Since 2007

Splunk Committee(s):
Audit Committee;
Nominating and Corporate
Governance Committee

John Connors has served as a member of our Board since 2007. Since 2005, Mr. Connors has been a managing partner at Ignition Partners, LLC, a venture capital firm. Prior to joining Ignition Partners, Mr. Connors served in various management positions at Microsoft Corporation, a technology company, from 1989 to 2005, including most recently as Senior Vice President and Chief Financial Officer from 1999 to 2005. Mr. Connors has served as a member of the board of directors of NIKE, Inc., a designer, marketer and distributor of authentic athletic footwear, apparel, equipment and accessories, since 2005. Mr. Connors holds a B.A. from the University of Montana.

Mr. Connors possesses specific attributes that qualify him to serve as a director, including his substantial experience as an investment professional in the business software and services industry and his experience as an executive in the software industry and as a member of the board of directors and audit and finance committee of a Fortune 500 company. Mr. Connors also brings historical knowledge of our business and continuity to the Board, as well as accounting experience and financial expertise.



Patricia Morrison

Independent

EVP, Customer
Support Services, and CIO
of Cardinal Health

Director Since 2013

Splunk Committee(s):
Audit Committee

Patricia Morrison has served as a member of our Board since 2013. Since 2009, Ms. Morrison has served as Executive Vice President, Customer Support Services and Chief Information Officer at Cardinal Health, Inc., a provider of healthcare services. Prior to joining Cardinal Health, Ms. Morrison was Chief Executive Officer of Mainstay Partners, a technology advisory firm, from 2008 to 2009, and Executive Vice President and Chief Information Officer at Motorola, Inc., a designer, manufacturer, marketer and seller of mobility products, from 2005 to 2008. Her previous experience also includes Chief Information Officer of Office Depot, Inc. and senior-level information technology positions at PepsiCo, Inc., The Quaker Oats Company, General Electric Company and The Procter & Gamble Company. Ms. Morrison has served as a member of the board of directors of Aramark, a global provider of food, facilities and uniform services, since 2017. Ms. Morrison holds a B.A. and B.S. from Miami University in Oxford, Ohio.

Ms. Morrison possesses specific attributes that qualify her to serve as a director, including her information technology expertise and professional experience as an executive of other public companies.



Stephen Newberry

Independent

Chairman of Lam Research

Director Since 2013

Splunk Committee(s):
Compensation Committee

Stephen Newberry has served as a member of our Board since 2013. Mr. Newberry has been a director of Lam Research Corporation, a supplier of wafer fabrication equipment and services, since 2005, and has served as the chairman of the board of Lam Research since 2012. He served as Lam Research's Chief Executive Officer from 2005 through 2011, President from 1998 to 2010, and Chief Operating Officer from 1997 to 2005. Prior to joining Lam Research, Mr. Newberry held various executive positions at Applied Materials, Inc., a provider of manufacturing solutions for the semiconductor, flat panel display and solar industries. Mr. Newberry previously served on the board of directors of Nanometrics Incorporated, a provider of process control metrology and inspection systems, from 2011 to 2015. Mr. Newberry holds a B.S. from the United States Naval Academy and is a graduate of the Program for Management Development at Harvard Business School.

Mr. Newberry possesses specific attributes that qualify him to serve as a director, including the perspective and experience he brings as a former executive of global technology companies.

CONTINUING DIRECTORS

**Mark Carges**

Independent

Former CTO, eBay

Director Since 2014

Splunk Committee(s):
Compensation Committee

Mark Carges has served as a member of our Board since 2014. He previously served as the Chief Technology Officer of eBay Inc., an e-commerce company, from September 2009 to September 2014. From September 2009 to November 2013, he also served as eBay's Senior Vice President, Global Products, Marketplaces. From September 2008 to September 2009, he served as eBay's Senior Vice President, Technology. From November 2005 to May 2008, Mr. Carges served as Executive Vice President, Products and General Manager of the Business Interaction Division of BEA Systems, Inc., a software company (acquired by Oracle Corporation). Mr. Carges previously served on the board of directors of Rally Software Development Corp., a provider of cloud-based solutions for managing software development (acquired by CA Technologies), from 2011 to 2015. Mr. Carges holds a B.A. from the University of California, Berkeley and an M.S. from New York University.

Mr. Carges possesses specific attributes that qualify him to serve as a director, including his knowledge and experience in the software industry and professional experience serving in leadership positions at various technology companies.

**David Hornik**

Independent

Partner at August Capital

Director Since 2004

Splunk Committee(s):
Nominating and Corporate
Governance Committee

David Hornik has served as a member of our Board since 2004. Since 2000, Mr. Hornik has been a partner at August Capital, a venture capital firm. Prior to joining August Capital, Mr. Hornik was an intellectual property and corporate attorney at the law firms of Venture Law Group and Perkins Coie LLP, and a litigator at the law firm of Cravath, Swaine & Moore LLP. Mr. Hornik holds an A.B. from Stanford University, an M.Phil from Cambridge University and a J.D. from Harvard Law School.

Mr. Hornik possesses specific attributes that qualify him to serve as a director, including his substantial experience as an investment professional and as a director of technology companies focusing on enterprise applications and infrastructure software. Mr. Hornik also brings historical knowledge of our business and continuity to the Board.

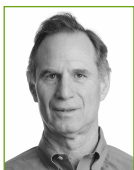
**Douglas Merritt**President and CEO
of Splunk

Director Since 2015

Splunk Committee(s):
None

Douglas Merritt has served as our President, CEO and a member of our Board since 2015. He served as our Senior Vice President of Field Operations from 2014 to 2015. Prior to joining us, Mr. Merritt served as Senior Vice President of Products and Solutions Marketing at Cisco Systems, Inc., a networking company, from 2012 to 2014. From 2011 to 2012, he served as Chief Executive Officer of Baynote, Inc., a behavioral personalization and marketing technology company. Previously, Mr. Merritt served in a number of executive roles and as a member of the extended Executive Board at SAP A.G., an enterprise software company, from 2005 to 2011. From 2001 to 2004, Mr. Merritt served as Group Vice President and General Manager of the Human Capital Management Product Division at PeopleSoft Inc. (acquired by Oracle Corporation), a software company. He also co-founded and served as Chief Executive Officer of Icarian, Inc. (since acquired by Workstream Corp.), a cloud-based company, from 1996 to 2001. Mr. Merritt holds a B.S. from The University of the Pacific in Stockton, California.

Mr. Merritt possesses specific attributes that qualify him to serve as a director, including the knowledge and perspective he brings through his experience as our former Senior Vice President of Field Operations and his experience as a public company executive and as a member of the board of directors of private companies in the enterprise software industry.

**Thomas Neustaetter**

Independent

Managing Director at
JK&B Capital

Director Since 2010

Splunk Committee(s):
Compensation Committee

Thomas Neustaetter has served as a member of our Board since 2010. Since 1999, Mr. Neustaetter has been a Managing Director at JK&B Capital, a venture capital firm. Prior to joining JK&B Capital, Mr. Neustaetter was a partner at The Chatterjee Group, an affiliate of Soros Fund Management, from 1996 to 1999. Mr. Neustaetter holds a B.A. from the University of California, Berkeley and an M.B.A. and M.S. from the University of California, Los Angeles.

Mr. Neustaetter possesses specific attributes that qualify him to serve as a director, including his financial expertise and his substantial experience as an investment professional and as a director of software companies.

**Graham Smith**

Independent

Former CFO of
salesforce.com

Director Since 2011

Splunk Committee(s):
Audit Committee

Graham Smith has served as a member of our Board since 2011. Mr. Smith was Executive Vice President at salesforce.com, inc., a provider of enterprise cloud computing software, in 2015. He also served as salesforce.com's Executive Vice President, Finance from 2014 to 2015, Executive Vice President and Chief Financial Officer from 2008 to 2014, and Executive Vice President and Chief Financial Officer Designate from 2007 to 2008. Prior to joining salesforce.com, Mr. Smith served as Chief Financial Officer at Advent Software Inc., a software company, from 2003 to 2007. Mr. Smith has served as a member of the board of directors of Citrix Systems, Inc., an enterprise software company, MINDBODY, Inc., an online wellness services marketplace, Xero, Inc., an online accounting software company, and BlackLine, Inc., a provider of cloud-based solutions for finance and accounting, since 2015. Mr. Smith holds a B.Sc. from Bristol University in England and qualified as a chartered accountant in England and Wales.

Mr. Smith possesses specific attributes that qualify him to serve as a director, including his financial expertise and professional experience as an executive of other public software companies.

**Godfrey Sullivan**

Chairman of Splunk

Director Since 2008

Splunk Committee(s):
None

Godfrey Sullivan has served as our non-executive Chairman of the Board since 2015. Previously, he served as our President, CEO and a member of our Board from 2008 to 2015, and as our Chairman from 2011 to 2015. Prior to joining us, Mr. Sullivan was with Hyperion Solutions Corporation, a performance management software company acquired by Oracle Corporation, from 2001 to 2007, where he served in various executive roles, most recently as President and Chief Executive Officer, and as a member of the board of directors from 2004 until 2007. Mr. Sullivan has served as a member of the board of directors of Citrix Systems, Inc., an enterprise software company, since 2005. Mr. Sullivan previously served on the board of directors of Informatica Corporation, a data integration software provider, from 2008 to 2013. Mr. Sullivan holds a B.B.A. from Baylor University.

Mr. Sullivan possesses specific attributes that qualify him to serve as a director, including the perspective and experience he brings as our former CEO and his experience as an executive and as a member of the board of directors of other companies in the enterprise software industry. Mr. Sullivan also brings historical knowledge of our business, operational expertise and continuity to the Board.

NON-CONTINUING DIRECTOR



Amy Chang

Chief Executive Officer and
Founder of Accompany

Director Since 2015

Splunk Committee(s):
Nominating and Corporate
Governance Committee

Amy Chang has served as a member of our Board since 2015. Since 2013, Ms. Chang has been CEO and Founder of Accompany, Inc., a relationship intelligence platform company. Prior to founding Accompany, Ms. Chang was with Google Inc., an Internet services and products company, from 2005 to 2012, most recently serving as Global Head of Product, Google Ads Measurement and Reporting. Prior to joining Google, Ms. Chang held product management and strategy positions at eBay Inc., an e-commerce company, from 2003 to 2005. She also served as a consultant with McKinsey & Company, specializing in semiconductors, software and services. Ms. Chang previously served on the board of directors of Informatica Corporation, a data integration software provider, from 2012 to 2015. Ms. Chang holds a B.S. and an M.S. from Stanford University.

Ms. Chang possesses specific attributes that qualify her to serve as a director, including her expertise and experience in the software industry and professional experience serving in leadership positions at various technology companies.

DIRECTOR INDEPENDENCE

Our common stock is listed on The NASDAQ Global Select Market. Under the rules of The NASDAQ Stock Market, independent directors must comprise a majority of a listed company's board of directors, and subject to specified exceptions, all members of its audit, compensation, and nominating and corporate governance committees must be independent. Under those rules, a director is independent only if a company's board of directors makes an affirmative determination that the director has no material relationship with the company that would impair his or her independence.

Our Board has undertaken a review of the independence of each director. In making this determination, our Board considered the relationships that each non-employee director has with us and all other facts and circumstances that our Board deemed relevant in determining their independence, including the beneficial ownership of our capital stock of each non-employee director, as well as relationships that our directors may have with our customers and vendors. Based on this review, our Board has determined that Meses. Chang and Morrison and Messrs. Carges, Connors, Hornik, Neustaetter, Newberry and Smith, representing eight of our ten directors, are "independent" as that term is defined under the rules of The NASDAQ Stock Market for purposes of serving on our Board and committees of our Board.

BOARD'S ROLE AND RESPONSIBILITIES

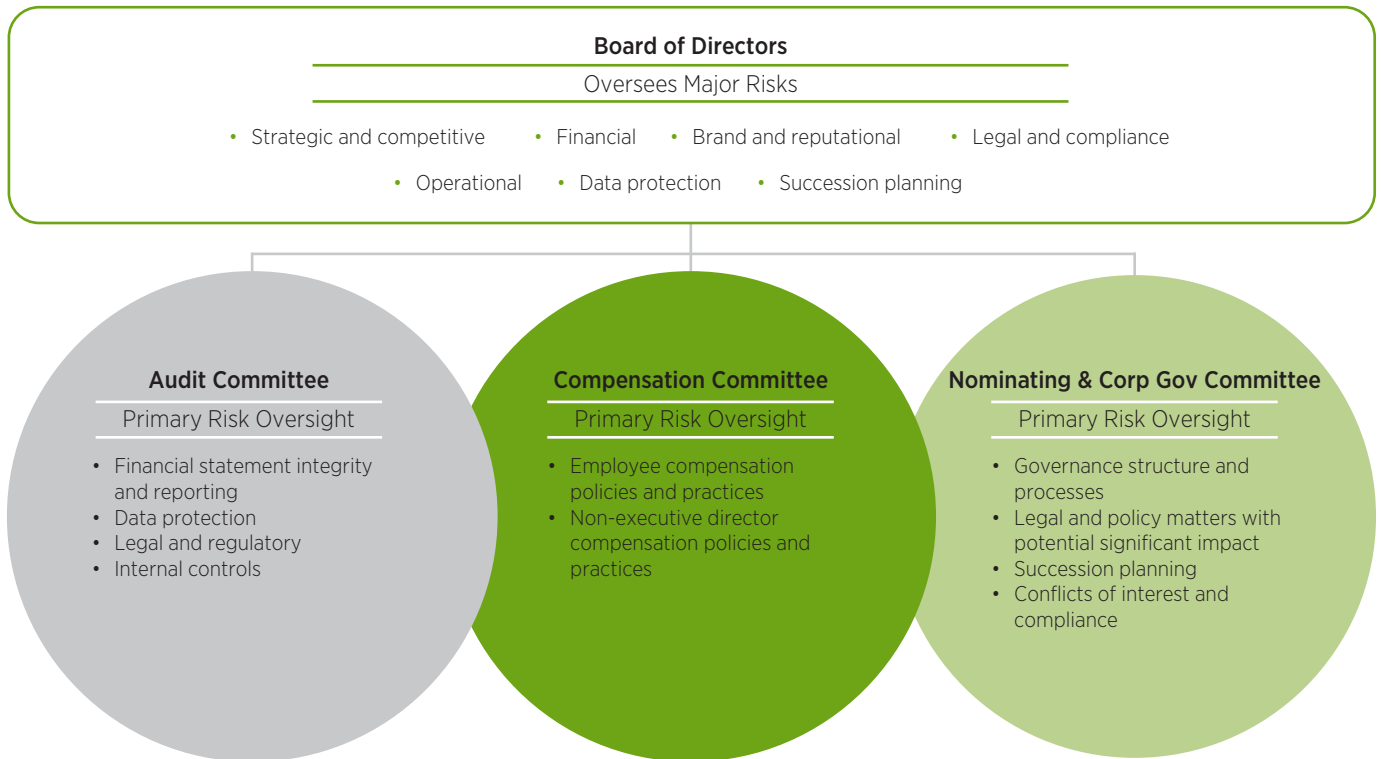
Risk Oversight

Our Board recognizes the importance of effective risk oversight in running a successful business and in fulfilling its fiduciary responsibilities to the Company and its stockholders. Our Board is responsible for ensuring that an appropriate culture of risk management exists within the Company and for setting the right "tone at the top," overseeing our aggregate risk profile and focusing on how the Company addresses its most significant risks.

Our Board exercises its risk oversight responsibility both directly and through its three standing committees, each of which is delegated specific risks and keeps our Board informed of its oversight efforts through regular reports by the committee chairmen. Our management team is responsible for the day-to-day

management of risks we face. In its risk oversight role, our Board has the responsibility to satisfy itself that the risk management processes designed and implemented by our management team are appropriate and functioning as designed. Our Board believes that its current leadership structure, described in detail under "Board Structure and Processes" on page 18, supports the risk oversight function of our Board by providing for open communication between our management team and our Board. In addition, independent directors chair the various committees involved in assisting with risk oversight, and all directors are involved in the risk oversight function.

The following are the key oversight responsibilities of our Board and its committees:



Succession Planning

The Board and management team recognize the importance of continually developing our executive talent. Our management team conducts an annual talent review process that includes succession plans for our senior leadership positions. These succession plans are reviewed by our CEO, and details on these succession plans, including potential successors of our executive officers, are presented to the Board.

In addition, our Board annually reviews a succession plan for the CEO position, using formal criteria to evaluate potential successors and also interim candidates in the event of an emergency situation. In conducting its evaluation, the Board considers organizational needs, competitive challenges, leadership/management potential and development, and emergency situations.

As part of our succession planning, between November 2015 and November 2016, we promoted one member of our management team and filled two vacant executive officer positions. On

November 19, 2015, Mr. Merritt became our President and CEO, succeeding Mr. Sullivan, who retired after over seven years as CEO. Mr. Sullivan continues to serve the Company as non-executive Chairman of our Board. On May 2, 2016, Susan St. Ledger became our Senior Vice President, Chief Revenue Officer, succeeding Mr. Merritt, who had continued to serve the dual role of CEO and head of field operations following the CEO transition. On November 14, 2016, Richard Campione became our Senior Vice President, Chief Product Officer, succeeding Guido Schroeder, who departed the Company earlier in the year. These transitions exemplify the Board's ongoing commitment to cultivating and developing executive talent.

In addition to executive and management succession, the Nominating and Corporate Governance Committee regularly oversees and plans for director succession and refreshment of the Board to ensure a mix of skills, experience, tenure and diversity, as described under "Considerations in Evaluating Director Nominees" beginning on page 8.

STOCKHOLDER RECOMMENDATIONS, NOMINATIONS AND COMMUNICATIONS WITH THE BOARD

Stockholder Recommendations




The Nominating and Corporate Governance Committee will consider candidates for directors recommended by stockholders. The Nominating and Corporate Governance Committee will evaluate such recommendations in accordance with its charter, our Bylaws, our policies and procedures for director candidates, as well as the nominee criteria described above. This process is designed to ensure that the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to our business. Stockholders holding

at least one percent of our fully diluted capitalization continuously for at least 12 months wishing to recommend a candidate for nomination should contact our Corporate Secretary in writing. Such recommendations must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a statement of support by the recommending stockholder, evidence of the recommending stockholder's ownership of our stock and a signed letter from the candidate confirming willingness to serve on our Board. The Nominating and Corporate Governance Committee has discretion to decide which individuals to recommend for nomination as directors.

Stockholder Nominations

Our Bylaws permit stockholders to nominate director candidates through proxy access for inclusion in our proxy statement.

Proxy Access Process

<p>1</p>  <p>a single stockholder, or group of up to 20 stockholders (or 25 stockholders, if our annual revenues are greater than \$4 billion for the most recently completed fiscal year)</p> <p>3% for 3 years</p> <p>owning three percent outstanding stock for at least three consecutive years</p>	<p>2</p>  <p>the individual or group may submit</p> <p>up to 20% (if there are 10 or more directors in office) or</p> <p>up to 25% (if there are nine or fewer directors in office) of the directors then in office, but in no case less than</p> <p>one nominee</p>	<p>3</p>  <p>stockholders and nominees who satisfy the requirements specified by our Bylaws are included in the proxy statement</p>
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To be timely for our 2018 annual meeting of stockholders, our Corporate Secretary must receive a stockholder's notice of a proxy access nomination at our principal executive offices:

- not earlier than November 27, 2017; and
- not later than the close of business on December 27, 2017.

Advance Notice Procedure

Our Bylaws also permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must provide the information required by our Bylaws. In addition, the stockholder must give timely notice to our Corporate Secretary in accordance with our Bylaws, which, in general, require that the notice be received by our Corporate Secretary within the time period described under "Other Matters—Stockholder Proposals" for stockholder proposals that are not intended to be included in our proxy statement.

Stockholder Communications with the Board

We have a practice of regularly engaging with stockholders to seek their feedback. Stockholders may also communicate with the Board or with an individual member of the Board by writing to the Board or to the particular member of the Board, and mailing the correspondence to: c/o General Counsel, Splunk Inc., 270 Brannan Street, San Francisco, California 94107. All such stockholder communications will be reviewed initially by our General Counsel and, if appropriate, will be forwarded to the appropriate member or members of the Board, or if none is specified, to the Chairman of the Board. This process assists the Board in reviewing and responding to stockholder communications in an appropriate manner. The General Counsel reports regularly to the Nominating and Corporate Governance Committee on all correspondence received that, in his opinion, involves functions of the Board or its committees or that he otherwise determines merits Board attention.

OTHER GOVERNANCE POLICIES AND PRACTICES

Stockholder Engagement

We believe that effective corporate governance includes regular, constructive conversations with our stockholders, and we value our stockholders' continued interest and feedback. We are

committed to maintaining an active dialogue to understand the priorities and concerns of our stockholders on the topics of executive pay and corporate governance policies and practices. We believe that ongoing engagement builds mutual trust and understanding with our stockholders.

ANNUAL STOCKHOLDER ENGAGEMENT CYCLE

Summer

Our annual stockholder engagement cycle begins with a review of the results of our most recent Annual Meeting, together with governance best practices and other developments.



Fall

We engage with many of our major stockholders and others who request meetings about topics of interest in our governance and executive compensation programs along with other updates at the Company. We solicit feedback on issues that are important to our stockholders.



Winter

We communicate to the Board and its committees the feedback received from stockholders and consider those perspectives in upcoming governance or executive compensation discussions.



Spring

We publish our proxy statement and annual report to our stockholders. We reach out again to our major stockholders to engage on important topics to be addressed at our Annual Meeting. We then hold our Annual Meeting.



During the fall of 2016, as part of our annual stockholder engagement program, we solicited the views of institutional investors representing approximately 82% of our issued and outstanding shares and engaged in substantive discussions with investors representing approximately 53% of our outstanding shares. These discussions, which were led by our Vice President, Associate General Counsel and our Vice President, Investor Relations, covered a variety of topics, including feedback on our executive compensation philosophy and program, our compensation actions for the past year, our 2016 Say-on-Pay vote, recent executive transitions, and the evolution of our corporate governance program. In general, our investors have a long-term outlook and understand that we are currently in a dynamic, high-growth phase and face a talent war. We received positive feedback on our compensation program and were encouraged to continue to emphasize strong alignment between compensation and Company performance. See “Executive Compensation—Compensation Discussion and Analysis—Executive Summary—Stockholder Engagement and Our 2016 Say-on-Pay Vote” for detailed feedback on our executive compensation program. In addition, while our investors reacted favorably to our proxy statement disclosures, we received additional suggestions for improvement. Based in part on this feedback, we added new infographics to this proxy statement relating to director nominees and qualifications, risk oversight and stockholder engagement and enhanced our disclosures on director evaluations.

Code of Business Conduct and Ethics

Our Board has adopted a Code of Business Conduct and Ethics that applies to all of our employees (including our officers) and directors. We also have an additional Code of Ethics for CEO and Senior Financial Officers that applies to our CEO, Chief Financial Officer, and other senior financial officers. The full text of our Code of Business Conduct and Ethics is posted on the Investors portion of our website at <http://investors.splunk.com/governance.cfm>. We will post amendments to our Code of Business Conduct and Ethics or waivers of our Code of Business Conduct and Ethics for directors and executive officers on the same website.

Splunk Impact

We are committed to making a positive impact for our stockholders and communities through initiatives such as Splunk4Good and responsible corporate governance. We believe in the power of data for positive change and that the power of Splunk's technology can make the world a better place. Making a positive impact also requires a strong commitment to conduct our business in ways that are principled, transparent, and accountable to stockholders. We believe doing so generates long-term value for our business, our stockholders, and communities around the world.

We place high ethical standards and effective corporate governance at the center of the way we operate. In addition to the corporate governance highlights summarized on page 2, in fiscal 2017, we announced Splunk Pledge, our commitment to research, education and community service. Through our Splunk4Good initiative, we committed to donate a minimum of \$100 million

over a 10-year period in software licenses, training, support and education to nonprofit organizations and educational institutions around the globe to support academic research and generate social impact. In addition, our employees receive paid time off to volunteer at the nonprofit organizations of their choice through Splunk Pledge.

RELATED PARTY TRANSACTIONS

Policies and Procedures for Related Party Transactions

The Audit Committee of our Board has the primary responsibility for reviewing and approving or ratifying transactions with related parties.

We have adopted a formal written policy providing that our executive officers, directors, nominees for election as directors, beneficial owners of more than 5% of any class of our common stock, and any member of the immediate family of any of the foregoing persons, are not permitted to enter into a related party transaction with us without the prior consent of our Audit Committee, subject to the exceptions described below. In approving or rejecting any such proposal, our Audit Committee considers the relevant facts and circumstances available and deemed relevant to our Audit Committee, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, the extent of the related party's interest in the transaction and their involvement in the transaction, if any.

In the event we become aware of a related party transaction that was not previously approved or ratified under the policy, our Audit Committee will evaluate all options available, including whether to ratify, amend, terminate, rescind or take other action as appropriate.

Our Audit Committee has determined that certain transactions do not require Audit Committee approval, including (a) certain employment arrangements of executive officers, (b) director compensation, (c) transactions with another company at which a related party's only relationship is as an employee (excluding as an executive officer), (d) transactions where a related party's interest arises only (i) from such person's position as a director of another corporation or organization that is a party to the transaction; (ii) from the direct or indirect ownership by such person and all other related parties, in the aggregate, of less than a 10% equity interest in another person which is a party to the transaction, or (iii) from both such position and ownership, (e) transactions where a related party's interest arises solely from the benefit of ownership of our common stock and all holders of our common stock received the same benefit on a pro rata basis, (f) transactions available to all employees generally, (g) any ordinary course sale

transaction that does not exceed \$1,000,000 where the related person did not participate in the negotiations and where the transaction is reviewed and confirmed by the legal department and controller prior to its consummation, (h) any ordinary course purchase transaction that does not exceed \$1,000,000 that supports the Company's ongoing operations where the related person did not participate in the negotiations and where the transaction is reviewed and confirmed by the legal department and controller prior to its consummation, (i) any ordinary course sale transaction with a related party that is the beneficial owner of more than 5% of any class of our common stock where the transaction is reviewed and confirmed by the legal department and Controller prior to its consummation (j) any transaction made pursuant to an existing approved agreement and (k) any other type of transaction that is approved by our Audit Committee for inclusion in the policy. If a transaction exceeds the greater of 5% of the recipient's consolidated gross revenues for that year and \$200,000, it will not be deemed pre-approved under (c), (d), (g), (h), (i), (j) and (k) above.

Since the beginning of our last fiscal year, there were no other related person transactions, and there are not currently any proposed related person transactions, that would require disclosure under the Securities and Exchange Commission ("SEC") rules, other than as described below:

- The daughter of the Chairman of our Board, Hayley Sullivan, is an Inside Sales Representative at Splunk. Her compensation is consistent with the total compensation provided to other employees of the same level with similar responsibilities. Ms. Sullivan was not hired by, nor does she report to the Chairman of our Board, Godfrey Sullivan. The Audit Committee reviewed the circumstances surrounding Ms. Sullivan's employment and her relationship to Mr. Sullivan and concluded that they are not material. Accordingly, the Audit Committee approved Ms. Sullivan's continued employment and compensation.
- Ms. Morrison, one of our directors, is an executive officer of Cardinal Health, Inc., which is a customer of ours. We have entered into ordinary course commercial dealings with Cardinal Health, Inc. that we consider arms-length on terms that are consistent with similar transactions with our other similarly situated customers and vendors. We recognized approximately \$1,600,000 in revenue from Cardinal Health, Inc. in fiscal 2017. The Audit Committee has determined that Ms. Morrison did not and does not have any direct or indirect material interest in such transaction.

Employment Arrangements and Indemnification Agreements

We have entered into employment arrangements with certain current and former executive officers. See “Executive Compensation—Compensation Tables—Executive Employment Arrangements.”

We have also entered into indemnification agreements with certain directors and officers. The indemnification agreements and our Certificate of Incorporation and Bylaws require us to indemnify our directors and officers to the fullest extent permitted by Delaware law.

BOARD STRUCTURE AND PROCESSES

Leadership Structure

Mr. Sullivan, our former Chief Executive Officer, currently serves as non-executive Chairman of our Board. In that role, he presides over meetings of the Board, presides over meetings of stockholders, consults and advises the Board and its committees on the business and affairs of the Company, acts as an advisor to Mr. Merritt on strategic aspects of the CEO role and performs additional duties as the Board determines. Our Board believes that its leadership structure appropriately and effectively allocates authority, responsibility, and oversight between our management team and the members of our Board. It gives primary responsibility for the operational leadership and strategic direction of the Company to our CEO, while the Chairman facilitates our Board’s independent oversight of management, promotes communication between management and our Board, engages with stockholders, and leads our Board’s consideration of key governance matters. The Nominating and Corporate Governance Committee periodically reviews the Board’s leadership structure and when appropriate, recommends changes to the Board’s leadership structure, taking into consideration the needs of the Board and the Company at such time.

Lead Independent Director

Our Board has appointed Mr. Connors to serve as our Lead Independent Director. As Lead Independent Director, Mr. Connors presides over periodic meetings of our independent directors outside the presence of our management team, serves as a liaison between our management team and the independent directors and facilitates the process for the Board’s self-evaluation. In addition, the Lead Independent Director may have other responsibilities, including presiding at Board meetings in the absence of the Chairman, being available, when appropriate, for consultation and direct communication with our stockholders, facilitating communication between the independent directors, the Chairman and the CEO, assisting the Board in fulfilling its oversight responsibilities in Company strategy, risk oversight and succession planning, and performing such additional duties as the Board determines.

Board Evaluations, Effectiveness and Education

It is important that the Board and its committees perform effectively and in the best interests of the Company and its stockholders. Each year, the Nominating and Corporate Governance Committee oversees the Board and committee evaluation process. The Nominating and Corporate Governance Committee considers the format and framework for the process. The evaluation process generally takes one of two forms: an internal assessment led by the Lead Independent Director or an assessment using the services of an independent third-party consultant. In either instance, the purpose of the evaluation is to focus on areas in which the Board or the committees believe contributions can be made going forward to increase the effectiveness of the Board or the committees.

An internal assessment begins with the Nominating and Corporate Governance Committee initiating the annual board evaluation process and setting a timeline. It utilizes a written questionnaire covering Board, committee, self and peer performance. The Lead Independent Director then interviews each director to obtain his or her assessment of the effectiveness of the Board and committees, as well as director performance and Board dynamics, summarizes these individual assessments for discussion with the Board and committees, and then leads a discussion with the Nominating and Corporate Governance Committee and the Board. The Board then takes such further action as it deems appropriate.

For fiscal 2017, the Nominating and Corporate Governance Committee used a third-party consultant, experienced in corporate governance matters, to assist with the Board and committee evaluation process. Directors were interviewed by the independent third party and gave specific feedback on individual directors, committees and the Board in general. Directors responded to questions designed to elicit information to be used in improving Board and committee effectiveness. The independent third party synthesized the results and comments received during such interviews. At a subsequent Board meeting, the Lead Independent Director, in conjunction with the independent third-party consultant, presented the findings to the Nominating and Corporate Governance Committee and the Board, followed by review and discussion by the full Board.

The Company encourages directors to participate in continuing education programs focused on the Company's business and industry, committee roles and responsibilities and legal and ethical responsibilities of directors, and the Company reimburses directors for their expenses associated with this participation. We provide membership in the National Association of Corporate Directors to all Board members. We also encourage our directors to attend Splunk events such as our annual users' conference (.conf) and our annual sales kickoff (SKO) and take virtual Splunk education classes. Continuing director education is also provided

during Board meetings and other Board discussions as part of the formal meetings and may include internally developed materials and presentations as well as programs presented by third parties.

Executive Sessions

As part of each regularly scheduled Board meeting, the outside directors meet without our management team or the other directors. The Lead Independent Director leads such discussions.

BOARD MEETINGS AND COMMITTEES

During our fiscal year ended January 31, 2017, the Board held five meetings, and no director attended fewer than 75% of the total number of meetings of the Board and the committees of which such director was a member.

Although we do not have a formal policy regarding attendance by members of our Board at annual meetings of stockholders, we encourage directors to attend. Messrs. Carges, Connors, Hornik, Merritt, Neustaetter, Newberry and Sullivan, and Ms. Chang and Morrison attended our 2016 Annual Meeting.

Our Board has an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee, each of which has the composition and responsibilities described below. Members serve on these committees until their resignation or until otherwise determined by our Board.

Audit Committee



John Connors, Chair

The current members of our Audit Committee are Messrs. Connors and Smith and Ms. Morrison. Mr. Smith will be chair of the Audit Committee effective immediately after the Annual Meeting. Our Board has determined that each of the members of our Audit Committee satisfies the requirements for independence and financial literacy under the rules and regulations of The NASDAQ Stock Market and the SEC. Our Board has also determined that both Messrs. Connors and Smith are financial experts as contemplated by the rules of the SEC implementing Section 407 of the Sarbanes Oxley Act of 2002. The Audit Committee held eight meetings during the fiscal year ended January 31, 2017.

Our Audit Committee oversees our accounting and financial reporting process and the audit of our financial statements, and assists our Board in monitoring our financial systems and our legal and regulatory compliance. Our Audit Committee is responsible for, among other things:

- appointing, compensating and overseeing the work of our independent auditors, including resolving disagreements between our management team and the independent registered public accounting firm regarding financial reporting;
- approving engagements of the independent registered public accounting firm to render any audit or permissible non-audit services;
- reviewing the qualifications and independence of the independent registered public accounting firm;
- reviewing our financial statements and related disclosures and reviewing our critical accounting policies and practices;
- reviewing the adequacy and effectiveness of our internal control over financial reporting;
- establishing procedures for the receipt, retention and treatment of accounting and auditing related complaints and concerns;
- preparing the audit committee report required by SEC rules to be included in our annual proxy statement;
- reviewing and discussing with our management team and the independent registered public accounting firm the results of our annual audit, our quarterly financial statements and our publicly filed reports; and
- reviewing and maintaining the related person transaction policy to ensure compliance with applicable law and that any proposed related person transactions are disclosed as required.

The Audit Committee operates under a written charter that was adopted by our Board and satisfies the applicable standards of the SEC and The NASDAQ Stock Market. A copy of the Audit Committee Charter is available on our investor website at <http://investors.splunk.com/governance.cfm>.

Compensation Committee



Stephen Newberry, Chair

The current members of our Compensation Committee are Messrs. Carges, Neustaetter and Newberry. Our Board has determined that each of the members of our Compensation Committee is independent within the meaning of the independent director requirements of The NASDAQ Stock Market. Our Board has also determined that the composition of our Compensation Committee meets the requirements for independence under, and the functioning of our Compensation Committee complies with, any applicable requirements of The NASDAQ Stock Market and SEC rules and regulations, as well as Section 162(m) of the Internal Revenue Code of 1986, as amended. The Compensation Committee held six meetings during the fiscal year ended January 31, 2017.

Our Compensation Committee oversees our compensation policies, plans and programs. Our Compensation Committee is responsible for, among other things:

- annually reviewing and approving the primary components of compensation for our CEO and other executive officers;
- reviewing and approving compensation and corporate goals and objectives relevant to the compensation for our CEO and other executive officers;
- evaluating the performance of our CEO and other executive officers in light of established goals and objectives;
- periodically evaluating the competitiveness of the compensation of our CEO and other executive officers and our overall compensation plans;
- providing oversight of our overall compensation plans and of our 401(k) plan;
- reviewing and discussing with our management team the risks arising from our compensation policies and practices for all employees that are reasonably likely to have a material adverse effect on us;
- evaluating and making recommendations regarding director compensation; and
- administering our equity compensation plans for our employees and directors.

The Compensation Committee operates under a written charter that was adopted by our Board and satisfies the applicable standards of the SEC and The NASDAQ Stock Market. A copy of the Compensation Committee Charter is available on our investor website at <http://investors.splunk.com/governance.cfm>.

The Compensation Committee has delegated certain day-to-day administrative and ministerial functions to our officers under our equity compensation plans.

Compensation Committee Interlocks and Insider Participation. None of Messrs. Carges, Neustaetter or Newberry, who serves or has served during the past fiscal year as a member of our Compensation Committee, is an officer or employee of our Company. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board or Compensation Committee.

Nominating and Corporate Governance Committee



John Connors, Chair

The current members of our Nominating and Corporate Governance Committee are Messrs. Connors and Hornik and Ms. Chang. Ms. Chang is not standing for re-election at the Annual Meeting and will no longer serve on the Nominating and Corporate Governance Committee following the Annual Meeting. Our Board has determined that each of the members of our Nominating and Corporate Governance Committee is independent within the meaning of the independent director requirements of The NASDAQ Stock Market. The Nominating and Corporate Governance Committee held three meetings during the fiscal year ended January 31, 2017.

Our Nominating and Corporate Governance Committee oversees and assists our Board in reviewing and recommending corporate governance policies and nominees for election to our Board and its committees. The Nominating and Corporate Governance Committee is responsible for, among other things:

- recommending desired qualifications for Board and committee membership and conducting searches for potential members of our Board;
- evaluating and making recommendations regarding the organization and governance of our Board and its committees and changes to our Certificate of Incorporation and Bylaws and stockholder communications;
- reviewing succession planning for our CEO and other executive officers and evaluating potential successors;
- assessing the performance of board members and making recommendations regarding committee and chair assignments and composition and the size of our Board and its committees;
- evaluating and making recommendations regarding the creation of additional committees or the change in mandate or dissolution of committees;
- reviewing and making recommendations with regard to our Corporate Governance Guidelines and compliance with laws and regulations; and
- reviewing and approving conflicts of interest of our directors and corporate officers, other than related person transactions reviewed by the Audit Committee.

The Nominating and Corporate Governance Committee operates under a written charter that was adopted by our Board and satisfies the applicable standards of the SEC and The NASDAQ Stock Market. A copy of the Nominating and Corporate Governance Committee Charter is available on our investor website at <http://investors.splunk.com/governance.cfm>.

NON-EMPLOYEE DIRECTOR COMPENSATION

Our non-employee director compensation program is designed to attract, retain and reward qualified directors and align the financial interests of the non-employee directors with those of our stockholders. Pursuant to this program, each member of our Board who is not our employee will receive the following cash and equity compensation for Board services. We also reimburse our non-employee directors for expenses incurred in connection with attending Board and committee meetings, assisting with other Company business, such as meeting with potential officer and director candidates, as well as continuing director education.

Cash Compensation

During fiscal 2017 and through the Annual Meeting, non-employee directors are entitled to receive the following cash compensation for their services:

- \$40,000 per year for service as a Board member;
- \$20,000 per year for service as chair of the Audit Committee or the Compensation Committee;
- \$10,000 per year for service as a member of the Audit Committee or the Compensation Committee;
- \$10,000 per year for service as chair of the Nominating and Corporate Governance Committee;
- \$5,000 per year for service as a member of the Nominating and Corporate Governance Committee;
- \$20,000 per year for service as Lead Independent Director; and
- \$30,000 per year for service as non-executive Chairman of the Board.

All cash payments to non-employee directors are paid quarterly in arrears.

Equity Compensation

Initial Award. Each non-employee director who first joins our Board automatically will be granted a RSU award having an award value of \$350,000 on the date on which such person becomes a non-employee director (unless otherwise determined

by the Board), whether through election by our stockholders or appointment by our Board to fill a vacancy. An employee director who ceases to be an employee but remains a director will not receive this initial RSU award. An initial RSU award will vest as to one-third of the shares subject to the award on each of the first three anniversaries of the grant date, subject to continued service as a member of our Board through each such vesting date.

Annual Award. Each then-serving non-employee director automatically will be granted an RSU award having an award value of \$250,000 on the date of each annual meeting of stockholders. If a non-employee director's commencement date is other than the date of an annual meeting of stockholders, such non-employee director may be granted, on such non-employee director's commencement date, an annual award having an award value prorated based on the number of days between such director's commencement date and the next annual meeting of stockholders. Annual RSU awards will vest on the earlier of (i) the first anniversary of the grant date or (ii) the day prior to our next annual meeting of stockholders, in both cases subject to continued service as a Board member through the vesting date.

Discretionary Award. In addition, our Board may grant a non-employee director a discretionary supplemental award at any time and for any reason. No such awards were granted in fiscal 2017.

Change in Control. Under the terms of our 2012 Equity Incentive Plan, if the Company experiences a change in control and our non-employee director equity awards are not assumed or substituted, those awards will accelerate and become fully vested. If those awards are assumed or substituted and the director subsequently is terminated or resigns at the request of the acquiring company, those awards will accelerate and become fully vested.

Fiscal 2017 Compensation

The following table sets forth information regarding total compensation, in accordance with our outside director compensation program, for each person who served as a non-employee director during the year ended January 31, 2017:

Director Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾⁽²⁾	Total (\$)
Mark Carges	\$50,000	\$249,966	\$299,966
Amy Chang ⁽³⁾	\$45,000	\$249,966	\$294,966
John Connors	\$90,000	\$249,966	\$339,966
David Hornik	\$45,000	\$249,966	\$294,966
Patricia Morrison	\$50,000	\$249,966	\$299,966
Thomas Neustaetter	\$50,000	\$249,966	\$299,966
Stephen Newberry	\$60,000	\$249,966	\$309,966
Graham Smith	\$50,000	\$249,966	\$299,966
Godfrey Sullivan	\$70,000	\$249,966	\$319,966

(1) The amounts reported in this column reflect the aggregate grant date fair value of the RSUs granted to our non-employee directors during fiscal 2017 as computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("ASC Topic 718"). These amounts do not necessarily correspond to the actual value recognized by the non-employee directors. The assumptions used in the valuation of these awards are consistent with the valuation methodologies specified in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2017.

- (2) Each non-employee director was granted an award of 4,236 RSUs on June 9, 2016 with a grant date fair value of \$249,966. All RSUs subject to each award will vest on the earlier of (i) the one-year anniversary of the grant date or (ii) the day prior to the next annual meeting of stockholders, subject to the director's continued service through such date.
- (3) Ms. Chang is not standing for re-election at the Annual Meeting.

As of January 31, 2017, each individual who served as a non-employee director during fiscal 2017 held the following aggregate number of stock awards and stock options:

Director Name	Aggregate Number of Stock Awards Outstanding as of January 31, 2017	Aggregate Number of Stock Options Outstanding as of January 31, 2017
Mark Carges	5,889	—
Amy Chang	7,525	—
John Connors	4,236	—
David Hornik	4,236	—
Patricia Morrison	4,236	—
Thomas Neustaetter	4,236	—
Stephen Newberry	4,236	—
Graham Smith	4,236	—
Godfrey Sullivan	82,986 ⁽¹⁾	912,515 ⁽¹⁾

- (1) Mr. Sullivan served as CEO of the Company prior to his transition from executive officer to non-executive Chairman of the Board in fiscal 2016 and received stock and option awards in his capacity as CEO. The above amount consists of 4,236 RSUs granted to Mr. Sullivan in his capacity as non-executive Chairman of the Board. The remaining RSUs and options were granted to Mr. Sullivan in connection with his prior service as CEO.

The Compensation Committee has the primary responsibility for reviewing the compensation paid to non-employee directors and making recommendations for adjustments, as appropriate, to the full Board. Following a market assessment and analysis in early fiscal 2018 by the Compensation Committee's independent compensation consultant, Radford, an Aon Hewitt Company, our Board approved increases of \$10,000 per year for service as a non-employee director, Lead Independent Director and non-executive Chairman of the Board, in each case effective as of the date of the Annual Meeting. No changes were made to the equity compensation of our directors. The Board made these changes in order to continue to attract, retain and reward qualified directors, consistent with market practices.

Stock Ownership Guidelines

Our Board believes that our directors and executive officers should hold a meaningful financial stake in the Company in order to further align their interests with those of our stockholders. Therefore, our Board has adopted stock ownership guidelines. Under the guidelines, each non-employee director must own the lesser of (i) Company stock with a value of three times the annual cash retainer for board service or (ii) 2,500 shares. Our non-employee directors are required to achieve these ownership levels within five years of the later of September 9, 2014 (the date our stock ownership guidelines were adopted) or such director's appointment or election date as applicable.

As of the end of fiscal 2017, all of our directors have met and exceeded these guidelines.

See "Executive Compensation—Compensation Discussion and Analysis—Other Compensation Policies and Information—Stock Ownership Guidelines" for information about the guidelines applicable to our executive officers.

AUDIT COMMITTEE MATTERS

PROPOSAL 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has appointed PricewaterhouseCoopers LLP (“PwC”), independent registered public accountants, to audit our financial statements for the fiscal year ending January 31, 2018. During our fiscal year ended January 31, 2017, PwC served as our independent registered public accounting firm.

Notwithstanding its selection and even if our stockholders ratify the selection, our Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interests of Splunk and its stockholders. At the Annual Meeting, the stockholders are being asked to ratify the appointment of PwC as our independent registered public accounting firm for the fiscal year ending January 31, 2018. Our Audit Committee is submitting the selection of PwC to our stockholders because we value our stockholders’ views on our independent registered public accounting firm and as a matter of good corporate governance. Representatives of PwC will be present at the Annual Meeting, and they will have an opportunity to make statements and will be available to respond to appropriate questions from stockholders.

If the stockholders do not ratify the appointment of PwC, the Board or Audit Committee may reconsider the appointment.

THE BOARD RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee is a committee of the Board comprised solely of independent directors, as required by the listing standards of The NASDAQ Stock Market and rules of the SEC. The Audit Committee operates under a written charter approved by the Board, which is available on our investor website at <http://investors.splunk.com/governance.cfm>. The composition of the Audit Committee, the attributes of its members and the responsibilities of the Audit Committee, as reflected in its charter, are intended to comply with applicable requirements for corporate audit committees. The Audit Committee reviews and assesses the adequacy of its charter and the Audit Committee’s performance on an annual basis.

The Audit Committee consists of three members: John Connors, Patricia Morrison and Graham Smith. Messrs. Connors and Smith are “financial experts” as defined under SEC rules and regulations. With respect to the Company’s financial reporting process, the management of the Company is responsible for (1) establishing and maintaining internal controls and (2) preparing the Company’s consolidated financial statements. PwC is responsible for auditing these financial statements. It is the responsibility of the Audit Committee to oversee these activities. It is not the responsibility of the Audit Committee to prepare or certify the Company’s financial statements or guarantee the audits or reports of PwC. These are the fundamental responsibilities of management and PwC. In the performance of its oversight function, the Audit Committee has:

- reviewed and discussed the audited financial statements with management and PwC;

- discussed with PwC the matters required to be discussed by the statement on Auditing Standards No. 1301, “Communications with Audit Committees,” issued by the Public Company Accounting Oversight Board; and
- received the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board regarding PwC’s communications with the Audit Committee concerning independence, and has discussed with PwC its independence.

Based on the Audit Committee’s review and discussions with management and PwC, the Audit Committee recommended to the Board that the audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended January 31, 2017 for filing with the SEC.

Respectfully submitted by the members of the Audit Committee of the Board:

John Connors (Chair)
Patricia Morrison
Graham Smith

FEES PAID TO THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The following table presents fees for professional audit services and other services rendered to us by PwC for the fiscal years ended January 31, 2016 and 2017.

	2016	2017
Audit Fees ⁽¹⁾	\$1,946,212	\$2,117,908
Audit-Related Fees ⁽²⁾	160,787	253,000
Tax Fees ⁽³⁾	497,733	213,222
All Other Fees ⁽⁴⁾	2,471	2,970
Total:	\$2,607,203	\$2,587,100

(1) Audit fees consist of fees for professional services provided in connection with the integrated audit of our annual financial statements, management's report on internal controls, the review of our quarterly consolidated financial statements, and audit services that are normally provided by independent registered public accounting firms in

connection with statutory and regulatory filings or engagements for those fiscal years, such as statutory audits.

(2) Audit-related fees primarily consist of professional services provided in connection with acquisition due diligence for the fiscal year ended January 31, 2016 and consultations concerning financial accounting and reporting standards for the fiscal year ended January 31, 2017.

(3) Tax fees consist of fees billed for tax compliance, consultation and planning services. These services include mergers and acquisitions tax compliance for the fiscal year ended January 31, 2016.

(4) All other fees billed for the fiscal years ended January 31, 2016 and January 31, 2017 were related to fees for access to online accounting and tax research software.

AUDIT COMMITTEE POLICY ON PRE-APPROVAL OF AUDIT AND PERMISSIBLE NON-AUDIT SERVICES OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Consistent with requirements of the SEC and the Public Company Accounting Oversight Board ("PCAOB"), regarding auditor independence, our Audit Committee is responsible for the appointment, compensation and oversight of the work of our independent registered public accounting firm. In recognition of this responsibility, our Audit Committee has established a policy for the pre-approval of all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services.

Before engagement of the independent registered public accounting firm for the next year's audit, the independent registered public accounting firm submits a description of services expected to be rendered during that year to the Audit Committee for approval.

The Audit Committee pre-approves particular services or categories of services on a case-by-case basis. The fees are budgeted, and the Audit Committee requires the independent registered public accounting firm and our management team to report actual fees versus budgeted fees periodically throughout the year by category of service. During the year, circumstances may arise when it may become necessary to engage the independent registered public accounting firm for additional services not contemplated in the original pre-approval. In those instances, the services must be pre-approved by the Audit Committee before the independent registered public accounting firm is engaged.

OUR EXECUTIVE OFFICERS

The following table identifies certain information about our executive officers as of March 31, 2017. Executive officers are appointed by the Board to hold office until their successors are elected and qualified.

Name	Age	Position(s)
Douglas Merritt	53	President, CEO and Director
Richard Campione	53	Senior Vice President, Chief Product Officer
David Conte	51	Senior Vice President and Chief Financial Officer
Susan St. Ledger	52	Senior Vice President, Chief Revenue Officer
Leonard Stein	61	Senior Vice President, General Counsel and Secretary

Douglas Merritt has served as our President, CEO and a member of our Board since 2015. He served as our Senior Vice President of Field Operations from 2014 to 2015. Prior to joining us, Mr. Merritt served as Senior Vice President of Products and Solutions Marketing at Cisco Systems, Inc., a networking company, from 2012 to 2014. From 2011 to 2012, he served as Chief Executive Officer of Baynote, Inc., a behavioral personalization and marketing technology company. Previously, Mr. Merritt served in a number of executive roles and as a member of the extended Executive Board at SAP A.G., from 2005 to 2011. From 2001 to 2004, Mr. Merritt served as Group Vice President and General Manager of the Human Capital Management Product Division at PeopleSoft Inc. (acquired by Oracle Corporation). He also co-founded and served as Chief Executive Officer of Icarian, Inc. (since acquired by Workstream Corp.), a cloud-based company, from 1996 to 2001. Mr. Merritt holds a B.S. from The University of the Pacific in Stockton, California.

Richard Campione has served as our Senior Vice President, Chief Product Officer since 2016. Prior to joining us, Mr. Campione served as President and CEO at Findly LLC, a provider of talent acquisition SaaS solutions, from 2015 to 2016. From 2013 to 2014, Mr. Campione served as President, Cloud and Business Intelligence Division at ServiceSource International, Inc., a SaaS and managed service provider, and in late 2014 served as an advisor to ServiceSource. Mr. Campione was an advisor and consultant at Campione Consulting from 2011 to 2015. In 2012, Mr. Campione served as SVP, Engineering and SaaS Operations at C3 Solutions Inc., a logistics software company. Previously, Mr. Campione held executive management positions at SAP A.G., an enterprise software company, and also had an extensive tenure with Siebel Systems, Inc. (acquired by Oracle Corporation), a customer relationship management software company. Mr. Campione previously served on the board of directors of ServiceSource from 2012 to 2016. Mr. Campione holds two B.S. degrees and an M.S. from the Massachusetts Institute of Technology.

David Conte has served as our Senior Vice President and Chief Financial Officer since 2011. Prior to joining us, Mr. Conte served as Chief Financial Officer at IronKey, Inc., an internet security and privacy company, from 2009 to 2011. From 2007 to 2009, Mr. Conte was engaged in various personal investing activities. Previously, Mr. Conte served as Chief Financial Officer of Opsware, Inc., a software company, from 2006 until 2007 when Opsware was acquired by Hewlett-Packard Company. He also served as Opsware's Vice President of Finance from 2003 to 2006 and as Corporate Controller from 1999 to 2003. Mr. Conte began his career at Ernst & Young LLP. Mr. Conte holds a B.A. from the University of California, Santa Barbara.

Susan St. Ledger has served as our Senior Vice President, Chief Revenue Officer since 2016. Prior to joining us, Ms. St. Ledger served as Chief Revenue Officer, Marketing Cloud at salesforce.com, a provider of enterprise cloud computing software, from 2012 to 2016. In 2012, Ms. St. Ledger served as President at Buddy Media, a social media marketing platform that was acquired by salesforce.com. Previously, Ms. St. Ledger served in a variety of senior sales management roles at salesforce.com and Sun Microsystems, a provider of network computing infrastructure solutions. Ms. St. Ledger holds a B.S. degree from the University of Scranton.

Leonard Stein has served as our Senior Vice President, General Counsel and Secretary since 2011. Prior to joining us, Mr. Stein served as a board advisor to two private companies and as an independent consultant from 2010 to 2011. From 2004 to 2010, Mr. Stein served in various executive positions including President and Chief Legal Officer at Jackson Family Enterprises, Inc., a luxury wine maker. Mr. Stein served as Chief Legal Officer and Chief Compliance Officer at Overture Services, Inc., an Internet commercial search services company, from 2003 until it was acquired by Yahoo! Inc., in 2003. Mr. Stein holds a B.A. from Yale College, an M.A. from Yale University Graduate School and a J.D. from Harvard Law School.

EXECUTIVE COMPENSATION

PROPOSAL 3: ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

As required by SEC rules, we are asking stockholders to approve, on an advisory or non-binding basis, the compensation of our named executive officers as disclosed in the “Compensation Discussion and Analysis” section beginning on page 27, the compensation tables and the related narratives appearing in this proxy statement. This proposal, commonly known as a “Say-on-Pay” proposal, gives our stockholders the opportunity to express their views on our named executive officers’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this proxy statement. We currently hold our Say-on-Pay vote every year.

The Say-on-Pay vote is advisory, and therefore is not binding on us, our Compensation Committee or our Board. The Say-on-Pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our Board and our Compensation Committee value the opinions of our stockholders. To the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, we will endeavor to communicate with stockholders to better understand the concerns that influenced the vote and consider our stockholders’ concerns. The Compensation Committee will evaluate whether any actions are necessary to address those concerns.

We believe that our executive compensation program is effective in achieving the Company’s objectives of:

- Recruiting, incentivizing and retaining highly qualified executive officers who possess the skills and leadership necessary to grow our business;
- Rewarding our executive officers for achieving or exceeding our strategic and financial goals, and individual performance goals;
- Aligning the interests of our executive officers with those of our stockholders;
- Reflecting our long-term strategy, which includes a financial strategy of disciplined investing for our future growth;
- Promoting a healthy approach to risk and sensitivity to underperformance as well as outperformance; and
- Providing compensation packages that are competitive, reasonable and fair relative to peers and the overall market.

Accordingly, we ask our stockholders to vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the stockholders approve, on an advisory basis, the compensation paid to the named executive officers, as disclosed in the proxy statement for the 2017 Annual Meeting pursuant to the compensation disclosure rules of the SEC, including the compensation discussion and analysis, compensation tables and narrative discussion, and other related disclosure.”

THE BOARD RECOMMENDS A VOTE “FOR” THE APPROVAL, ON AN ADVISORY BASIS, OF OUR NAMED EXECUTIVE OFFICER COMPENSATION.

COMPENSATION DISCUSSION AND ANALYSIS

EXECUTIVE SUMMARY

Our executive compensation program is designed to attract, motivate and retain the key executives who drive our success. Pay that reflects performance and aligns with the interests of long-term stockholders is key to our compensation program design and decisions. In fiscal 2017, we structured our executive

compensation program to be heavily weighted towards performance-based compensation by providing short-term cash bonuses designed to drive top-line growth and long-term equity awards tied to our revenue and operating cash flow (“OCF”) performance.

Strategic Context and Fiscal 2017 Business Highlights

We provide innovative software solutions that enable organizations to gain real-time operational intelligence by harnessing the value of their data. Our offerings address large and diverse data sets commonly referred to as big data and are specifically tailored for machine data.



We believe the market for products that provide operational intelligence presents a substantial opportunity as data grows in volume and diversity, creating new risks, opportunities and challenges for organizations. Since our inception, we have invested a substantial amount of resources developing our offerings to address this market, specifically with respect to machine data. We believe the market for operational intelligence utilizing machine data is relatively new and we are in the early stages of capitalizing on this growing market opportunity.

Our goal is to make Splunk the standard platform for delivering operational intelligence and real-time business insights from machine data. Achieving this goal depends on our continued discipline to drive top-line growth at larger scale and significantly invest in our business in order to build scale and increase market share. Revenue growth is a key measure of our success. Our fiscal 2017 executive compensation program was designed to incentivize our executive officers to drive performance in accordance with this growth strategy.

Fiscal 2017 was another year of solid financial performance and execution, with top-line revenue and OCF results as shown below. Our ongoing prioritization of customer success and adoption

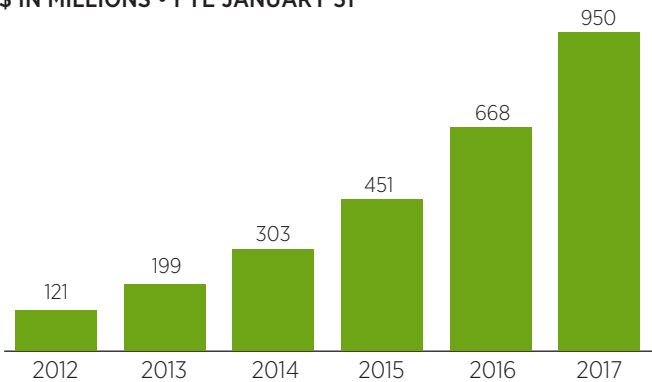
led to continued revenue and OCF growth. In fiscal 2017, our compensation plans emphasized revenue and OCF metrics in order to align our compensation incentives with our business strategy of disciplined growth. We continue to focus on capturing our large and growing market opportunity, which requires that we continue to invest in our business. Accordingly, we are not focused on GAAP earnings-based financial metrics at this stage in our Company's maturity because we believe that a short-term focus on GAAP profitability would impede our long-term ability to capitalize on our market opportunity.

Our fiscal 2017 highlights include achievement of the following:

- Total revenues of \$950.0 million, representing an increase of \$281.5 million, or 42%, over fiscal 2016;
- Operating cash flow of \$201.8 million, compared to \$155.6 million in fiscal 2016; and
- Over 13,000 customers in more than 110 countries at the end of fiscal 2017, compared to over 11,000 customers at the end of fiscal 2016.

TOTAL REVENUES

\$ IN MILLIONS • FYE JANUARY 31



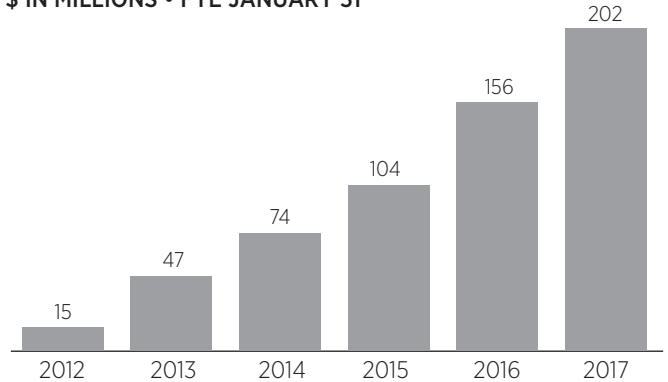
During fiscal 2017 we successfully executed several executive officer transitions, including hiring a new chief revenue officer and chief product officer. As we near \$1 billion in revenues, we have attracted and retained an executive management team

Executive Compensation Practices

Our executive compensation program is significantly weighted towards compensating our executives based on Company performance with an emphasis on continued revenue growth and investment for increased market share. To that end, our executive

OPERATING CASH FLOW

\$ IN MILLIONS • FYE JANUARY 31



of seasoned and accomplished leaders in order to drive top-line growth at larger scale, focus on executing on our market opportunity and lead us through our next phase of growth.



What We Do

- ✓ Performance-based cash and equity incentives
- ✓ Clawback policy on cash and equity incentive compensation
- ✓ Stock ownership guidelines for executive officers and directors
- ✓ Caps on performance-based cash and equity incentive compensation
- ✓ 100% independent directors on the Compensation Committee
- ✓ Independent compensation consultant engaged by the Compensation Committee
- ✓ Annual review and approval of our compensation strategy
- ✓ Significant portion of executive compensation at risk based on corporate performance
- ✓ Four-year equity award vesting periods
- ✓ Limited and modest perquisites



What We Don't Do

- ✗ No "single trigger" change of control benefits
- ✗ No post-termination retirement- or pension-type non-cash benefits or perquisites for our executive officers that are not available to our employees generally
- ✗ No tax gross-ups for change of control benefits
- ✗ No short sales, hedging, or pledging of stock ownership positions and transactions involving derivatives of our common stock
- ✗ No strict benchmarking of compensation to a specific percentile of our peer group

Fiscal 2017 CEO Pay and Promotion Equity Awards

In late fiscal 2016, Douglas Merritt was promoted as our President and CEO from his prior role as our senior vice president for field operations. His CEO compensation, including his promotion equity awards, became effective in fiscal 2017. In structuring his compensation as CEO, the Compensation Committee, with the assistance of its independent compensation consultant, Radford, an Aon Hewitt Company, conducted a comprehensive review of pay structures for both external and internal CEO successors.

Based upon this review, the Compensation Committee determined that Mr. Merritt's fiscal 2017 compensation should more closely reflect a promotion package rather than the higher compensation that would have been required to recruit an external CEO

candidate. The Compensation Committee also determined that it was important to establish a compensation package for Mr. Merritt that was appropriate for the promotion of an internal candidate at a high-growth technology company possessing Mr. Merritt's extensive experience and record of delivering results, with an annual compensation structure consistent with our pay for performance philosophy and weighted significantly in favor of performance-based compensation. In considering the compensation package for Mr. Merritt, the Compensation Committee was mindful of the competition for talented executives in the technology sector and the substantial effort, focus and commitment required to achieve the Company's strategic business goals. The Compensation Committee also took into account strong fourth quarter and fiscal 2016 results, a successful CEO transition and Mr. Merritt's dual role as head of field operations when determining his final promotion equity awards package.

Stockholder Engagement and Our 2016 Say-on-Pay Vote

We value our stockholders' continued interest and feedback. We are committed to maintaining an active dialogue to understand the priorities and concerns of our stockholders on the topics of executive pay and corporate governance policies and practices. We believe that ongoing engagement builds mutual trust and understanding with our stockholders.

During the fall of 2016, as part of our annual stockholder engagement program, we solicited the views of institutional investors representing approximately 82% of our issued and outstanding shares and engaged in substantive discussions with investors representing approximately 53% of our outstanding

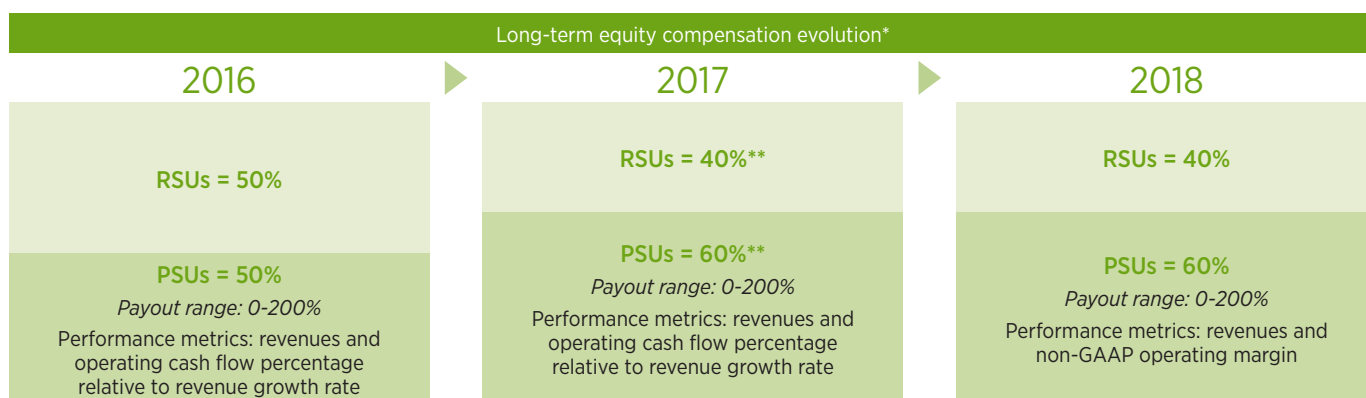
shares. In the course of these discussions, we received valuable feedback on our executive compensation program and practices. We also discussed with investors the reasons for their support of or opposition to our 2016 Say-on-Pay resolution, which was supported by approximately 89% of the votes cast at our 2016 Annual Meeting. The key feedback from our stockholders related to our executive compensation program and our responses are shown in the chart below. See "Corporate Governance at Splunk—Other Governance Policies and Practices—Stockholder Engagement" on page 16 of this proxy statement for more information on our stockholder engagement program.

Area of Focus	What We Heard from Investors	How We Responded
Performance Metrics	<ul style="list-style-type: none"> Tie metrics to business strategy Align metrics to industry and Company's maturity Total shareholder return (TSR), whether absolute or relative, may not be an appropriate metric at this point in the Company's maturity Use different metrics in short- and long-term plans 	<ul style="list-style-type: none"> Used revenues and OCF metrics in fiscal 2017 PSU program to drive strategic focus on disciplined top-line growth Changed PSU metrics to revenues and non-GAAP operating margin in fiscal 2018 PSU program to reflect increased strategic focus on a profitability measure Considered other metrics but determined not appropriate at this stage in our Company's maturity or given focus on continued revenue growth and investment for increased market share
Quantum of CEO and NEO Pay	<ul style="list-style-type: none"> Quantum of pay generally reasonable given ongoing talent war and executive transitions 	<ul style="list-style-type: none"> Continued to assess executive compensation in the context of our business strategy as well as against market practices in consultation with independent compensation consultant Continued incremental evolution in executive compensation program as our Company matures
Disclosure	<ul style="list-style-type: none"> Include more infographics and tables Frame business model and strategy thoughtfully and tie to performance metrics 	<ul style="list-style-type: none"> 2017 CD&A includes new infographics and tables Executive summary discloses more about business strategy and relationship to performance metrics
Peer Group	<ul style="list-style-type: none"> Peer group should evolve with maturity 	<ul style="list-style-type: none"> Peer group criteria and membership changes each year to reflect our higher revenue and/or market cap

Recent Fiscal 2018 Compensation Decisions

In March 2017, the Compensation Committee conducted its annual executive compensation review and made fiscal 2018 compensation decisions for our NEOs. In making these decisions, the Compensation Committee considered, among other factors, pay levels of our NEOs relative to peers and the overall market, performance of each NEO, the continued talent war for experienced leadership in our industry and the feedback from our stockholders as discussed above. The Compensation Committee decided to increase the base salaries of NEOs by 0% to 8% of their fiscal 2017 base salaries. The Compensation Committee decided to increase the NEOs' target annual cash bonus percentage by

0% to 10%. The mix of fiscal 2018 equity awards for all continuing NEOs, including our CEO, is 60% PSUs and 40% RSUs. This mix is consistent with that of fiscal 2017 equity awards, other than for our CEO' promotion grants, whose mix was reallocated for fiscal 2018 in order to align with that of the other NEOs. In response to stockholder feedback to consider performance metrics that tie to our business strategy and align with the Company's maturity, the Compensation Committee introduced non-GAAP operating margin as a new metric for the fiscal 2018 PSUs, replacing operating cash flow. The Compensation Committee maintained revenue as the other fiscal 2018 PSU metric, consistent with our focus on continued top-line growth. The following chart summarizes the transition in long-term equity compensation design in response to stockholder feedback and other considerations.



* Equity weightings are at the target performance level; the actual mix of equity will vary with performance unit award results.

** The fiscal 2017 long-term equity compensation for our CEO consisted of 25% RSUs and 75% PSUs.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS
 Stephen Newberry (Chair)
 Mark Carges
 Thomas Neustaetter

DISCUSSION OF OUR FISCAL 2017 EXECUTIVE COMPENSATION PROGRAM

Our executive compensation program is designed to attract, motivate and retain the key executives who drive our success. This section provides an overview of our executive compensation philosophy, the overall objectives of our executive compensation program and each component of our executive compensation program. In addition, we explain how and why the Compensation Committee arrived at the specific compensation policies and decisions involving our executive officers during fiscal 2017 and how our executive compensation program reflects our business strategy.

Our NEOs for fiscal 2017 are:

- Douglas Merritt, our President, CEO and member of the Board;
- Richard Campione, our Senior Vice President, Chief Product Officer;
- David Conte, our Senior Vice President and Chief Financial Officer;
- Steven Sommer, our retiring Senior Vice President, Marketing and our former Chief Marketing Officer;
- Susan St. Ledger, our Senior Vice President, Chief Revenue Officer; and
- Leonard Stein, our Senior Vice President, General Counsel and Secretary.

Philosophy and Objectives

Overview. We operate in a highly competitive business environment within the rapidly evolving and extremely competitive big data market. To successfully compete and grow our business in this dynamic environment, we need to successfully recruit, incentivize and retain talented and seasoned technology leaders. Our success critically depends on the skill, acumen and motivation of our executives and employees to rapidly execute at the highest level. To that end, our executive compensation program is driven by a pay for performance philosophy and is designed to attract highly qualified executive officers, motivate them to create long-term value for our stockholders and reward them based on overall Company and individual performance and results. We strive to keep our programs aligned with our business strategy and focused on what we believe to be key to our short- and long-term success—growth, execution, innovation and disruption.

Our Compensation Program, Like Our Business, Is Dynamic. Our business continues to grow rapidly, requiring intense focus and dedication from our executives and other employees. We regularly adjust our executive compensation program to match the maturity, size, scale and growth of our business. We operate in an industry that is highly competitive and rapidly evolving, and in which the market for skilled and highly motivated executive management and personnel is fiercely competitive. Because our ability to compete and succeed in this dynamic environment is directly correlated to our ability to recruit, incentivize and retain talented and seasoned technology leaders, we expect to continue to adjust our approach to executive compensation to respond to our needs and market conditions.

Our Current Objectives. The current objectives of our executive compensation program are to:

- Recruit, incentivize and retain highly qualified executive officers who possess the skills and leadership necessary to grow our business;
- Reward our executive officers for achieving or exceeding our strategic and financial goals, and individual performance goals;
- Align the interests of our executive officers with those of our stockholders;
- Reflect our long-term strategy, which includes a financial strategy of disciplined investing for our future growth;
- Promote a healthy approach to risk and be sensitive to underperformance as well as outperformance; and
- Provide compensation packages that are competitive, reasonable and fair relative to peers and the overall market.

Intense Competition For Talent; How We've Responded. We actively compete with many other companies in seeking to attract and retain a skilled management team. This is particularly prevalent in our San Francisco headquarters and the greater Bay Area and Silicon Valley technology markets, where there are a large number of rapidly expanding technology companies intensely competing for highly qualified candidates. In addition, the success and prominence of our business in the emerging big data market is increasingly attracting the attention of competitors and other companies. This has caused us to increase our focus

on retaining employees, including executives, as we are seen as a company with experienced employee talent that has successfully and rapidly scaled our technology businesses.

We have responded to this intense competition for talent by implementing compensation practices designed to motivate our executive officers to pursue our corporate objectives while incentivizing them to create long-term value for our stockholders. Our executive compensation program combines short- and long-term components, including salary, cash bonuses and equity. While finding the proper mix of incentives that attracts, motivates and retains each executive officer is challenging and often goes beyond compensation, we believe that we have been able to achieve the proper mix and periodically assess our assumptions in order to continue to incentivize each executive officer in a manner consistent with our stockholders' interests.

Role of Compensation Committee

Pursuant to its charter, the Compensation Committee is primarily responsible for establishing, approving and adjusting compensation arrangements for our NEOs, including our CEO, and for reviewing and approving corporate goals and objectives relevant to these compensation arrangements, evaluating executive performance and considering factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals. For additional information about the Compensation Committee, see "Corporate Governance at Splunk—Board Meetings and Committees—Compensation Committee" in this proxy statement.

Compensation decisions for our executive officers are made by the Compensation Committee, with input from its independent compensation consultant, Radford, as well as from our CEO and our management team (except with respect to their own compensation). The Compensation Committee reviews the cash and equity compensation of our executive officers with the goal of ensuring that our executive officers are properly incentivized and makes adjustments as necessary.

The Compensation Committee considers compensation data from our peer group as one of several factors that inform its judgment of appropriate parameters for target compensation levels. The Compensation Committee generally seeks to provide total targeted direct compensation that is competitive and, dependent on Company performance and other factors including those set forth below, may pay above, at, or below median levels of our peer group. The Compensation Committee does not strictly benchmark compensation to a specific percentile of our peer group, nor does it apply a formula or assign relative weights to performance measures. Rather, it makes compensation decisions after consideration of many factors, including:

- The performance and experience of each executive officer;
- The scope and strategic impact of the executive officer's responsibilities;
- Our past business performance and future expectations;
- Our long-term goals and strategies;
- The performance of our executive team as a whole;
- For each executive officer, other than our CEO, the evaluation and recommendation of our CEO;

- The difficulty and cost of replacing high-performing leaders with in-demand skills;
- The past compensation levels of each individual;
- The relative compensation among our executive officers; and
- The competitiveness of compensation relative to our peer group.

Role of Management

The Compensation Committee works with members of our management team, including our CEO and our human resources, finance and legal professionals (except with respect to their own compensation). Typically, our CEO and management team provide the Compensation Committee with information on corporate and individual performance and its perspective and recommendations on compensation matters. Our CEO makes recommendations to the Compensation Committee regarding compensation matters, including the compensation of our other NEOs. While the Compensation Committee solicits and reviews our CEO's recommendations and proposals with respect to compensation-related matters, it uses these recommendations and proposals as one of many factors in making compensation decisions, and those decisions do not necessarily follow the CEO's recommendations.

Role of Compensation Consultant

The Compensation Committee has the authority to retain the services and obtain the advice of external advisors, including compensation consultants, legal counsel or other advisors to assist in the evaluation of executive officer compensation. The Compensation Committee has engaged Radford to review our executive compensation policies and practices, to conduct an executive compensation market analysis and to review our equity practices to help ensure alignment with market practices. For fiscal 2017, Radford reviewed and advised on all principal aspects of our executive compensation program, including:

- Assisting in developing a peer group of publicly traded companies to be used to help assess executive compensation;
- Assisting in assuring a competitive compensation framework and consistent executive compensation assessment practices relevant to a comparable public company at our stage;
- Meeting regularly with the Compensation Committee to review all elements of executive compensation, including the competitiveness of our executive compensation program against those of our peer companies and the design of our PSU program; and
- Assisting in the risk assessment of our compensation program.

In connection with the CEO transition, Radford assisted in the review of compensation structures for both external and internal CEO successors. Our management team also accessed the Radford survey database to gather reference points for non-executive compensation decisions.

Based on the consideration of the factors specified in the rules of the SEC, the Compensation Committee does not believe that its relationship with Radford and the work of Radford on behalf of the Compensation Committee and our management team has raised any conflict of interest. The Compensation Committee reviews these factors on an annual basis and, as part of the Compensation Committee's determination of Radford's independence, receives

written confirmation from Radford addressing these factors and stating its belief that it remains an independent compensation consultant to the Compensation Committee.

Peer Group Considerations

The Compensation Committee reviews market data of companies that we believe are comparable to us. With Radford's assistance, the Compensation Committee determined our peer group for fiscal 2017 compensation decisions, which consists of publicly traded software and software services companies that generally had revenues between \$250 million and \$1.5 billion, generally had experienced positive, high year-over-year revenue growth, and/or had a market capitalization between \$2 billion and \$20 billion. The Compensation Committee referred to compensation data from this peer group when making fiscal 2017 base salary, cash bonus and equity award decisions for our executive officers. The following is a list of the public companies that comprised our fiscal 2017 peer group (four of which, LinkedIn, NetSuite, Qlik Technologies and SolarWinds, were subsequently acquired):

Aspen Technology	Guidewire Software	Qlik Technologies	Ultimate Software
athenahealth	LinkedIn	ServiceNow	Veeva Systems
FireEye	NetSuite	SolarWinds	Workday
Fortinet	Palo Alto Networks	Tableau Software	Zillow
	Pandora Media	Twitter	

For fiscal 2017, the Compensation Committee removed Cornerstone OnDemand and Yelp from the peer group used in fiscal 2016 because their market capitalization was below the range, and added Twitter and Zillow as additional peers based on the criteria described above. The remainder of the peer group is unchanged.

Components of Compensation Program and Fiscal 2017 Compensation

Our executive compensation program consists of the following primary components:

- base salary;
- cash bonuses;
- long-term equity compensation; and
- severance and change in control-related benefits.

We also provide our employees, including our NEOs and other executive officers, with comprehensive employee benefit programs such as medical, dental and vision insurance, a 401(k) plan, life and disability insurance, flexible spending accounts, an employee stock purchase plan and other plans and programs made available to eligible employees.

We believe these elements provide a compensation package that helps attract and retain qualified individuals, links individual performance to Company performance, focuses the efforts of our NEOs and other executive officers on the achievement of both our short-term and long-term objectives and aligns the interests of our executive officers with those of our stockholders. The charts below show the pay mix of our CEO and other NEOs for fiscal 2017.

CEO



ALL OTHER NEOs*



* One of our NEOs, Susan St. Ledger, joined the Company on May 2, 2016. Her base salary and cash bonus amounts are prorated based on the number of days in fiscal 2017 during which she was employed with us. Given the timing of Richard Campione's start date of November 14, 2016, his fiscal 2017 compensation is excluded above.

Base Salaries

We pay base salaries to our NEOs to compensate them for their services and provide predictable income. The salaries typically reflect each NEO's experience, skills, knowledge and responsibilities, although competitive market conditions also play a role in setting salary levels. We do not apply specific formulas to determine changes in salaries. Instead, the salaries of our NEOs are reviewed on an annual basis by our CEO (other than his own salary, which is reviewed and determined by the Compensation Committee) and the Compensation Committee, based on their experience setting salary levels and in determining compensation for senior executives.

Fiscal 2017 Base Salaries

The Compensation Committee determined the fiscal 2017 base salary of each of our NEOs after considering market practice survey data of our peer group provided by Radford and the recommendations of Mr. Merritt, other than with respect to his own base salary. At the beginning of fiscal 2017, the Compensation Committee adjusted the base salaries for Messrs. Conte, Sommer and Stein to be competitive with market conditions and to recognize each individual's outstanding performance. In addition, Mr. Merritt's base salary increase reflects his promotion to CEO from senior vice president of field operations.

The table below sets forth the annual base salaries for our NEOs for fiscal 2017.

NEO	Base Salary	Percentage Increase from Fiscal 2016 Base Salary
Douglas Merritt	\$450,000	38.5%
Richard Campione ⁽¹⁾	\$400,000	N/A
David Conte	\$360,000	9.1%
Steven Sommer	\$330,000	13.8%
Susan St. Ledger ⁽¹⁾	\$400,000	N/A
Leonard Stein	\$330,000	15.8%

(1) Mr. Campione and Ms. St. Ledger joined the Company on November 14, 2016 and May 2, 2016, respectively. The base salaries shown above are on an annualized basis.

Cash Bonuses

A key compensation objective is to have a significant portion of each NEO's compensation tied to Company performance. To help accomplish this objective, we provide for annual performance-based cash bonus opportunities for our NEOs, based on achievement against corporate performance objectives established at the beginning of the fiscal year.

At the beginning of fiscal 2017, our Board approved our fiscal 2017 operating plan, which included performance objectives that the Compensation Committee and Mr. Merritt used to design our NEOs' cash bonus opportunity for fiscal 2017. Under our executive bonus plan, the Compensation Committee considered a number of factors in determining the performance objectives applicable to our NEOs' cash bonus opportunities and determined that, as in prior years, revenue-related objectives for our NEOs continued to be appropriate and aligned to the Company's growth strategy. The Compensation Committee, in an effort to continue to motivate Mr. Merritt and our other NEOs to further grow and develop our business, established performance objectives for fiscal 2017 that it considered aggressive and attainable only with focused effort and execution by our NEOs. These performance objectives were designed to drive increased revenues, which the Compensation Committee felt would increase stockholder value consistent with our overall growth strategy.

Fiscal 2017 Target Cash Bonus

As in prior years, the target annual cash bonus opportunities for our NEOs were generally expressed as a percentage of their respective base salaries. At the beginning of fiscal 2017, the Compensation Committee decided to maintain the percentages for our incumbent NEOs' target bonus opportunities, except that Mr. Merritt's target bonus had been lowered to reflect the change in his role from a sales executive to CEO in the fourth quarter of fiscal 2016. Although each incumbent NEO's target bonus as a percentage of base salary remained the same or decreased in fiscal 2017, the base salary increases described above increased the cash amount of the target bonus opportunities for each of our incumbent NEOs. The table below shows the target bonus amount for each NEO as a percentage of base salary and as a corresponding cash amount:

NEO	Fiscal 2017 Target Bonus as a Percentage of Salary	Fiscal 2017 Target Bonus as a Cash Amount	Change from Fiscal 2016 Target Cash Bonus Amount
Douglas Merritt	100%	\$450,000	25.9%
Richard Campione ⁽¹⁾	70%	\$280,000	N/A
David Conte	70%	\$252,000	9.1%
Steven Sommer	70%	\$231,000	13.8%
Susan St. Ledger ⁽²⁾	119%	\$475,000	N/A
Leonard Stein	60%	\$198,000	15.8%

(1) Mr. Campione joined the Company on November 14, 2016. The target amounts shown above are on an annualized basis.

(2) Ms. St. Ledger joined the Company on May 2, 2016. The target amounts shown above are on an annualized basis. Ms. St. Ledger's total target bonus is comprised of two components: (a) \$400,000, or 100% of her annualized base salary, which was based on achievement of the bookings target and subject to proration based on the number of days during fiscal 2017 Ms. St. Ledger was employed by the Company, and (b) \$75,000, or 19% of her base salary, was based on achievement of individual qualitative performance measures, as discussed below, and was not subject to proration.

The target levels for the performance measures described below were set to be aggressive, yet achievable with diligent effort. As a result, the accelerator multiples, as set forth below, were

significant, increasingly challenging and would yield above-target bonus payments based on the extent to which performance exceeded the target, with a cap of 200% for our non-sales executive NEOs and a cap of 300% for our sales executive NEO. Ms. St. Ledger's target bonus opportunity was higher than the target bonus opportunities of our other NEOs due to the strong link between her job responsibilities and our sales quota achievement. This arrangement is consistent with market data, the incentive compensation opportunities for the top sales executives at our peer group companies and our growth strategy.

Our Non-Sales Executive NEOs. The target bonus opportunities for Messrs. Merritt, Campione, Conte, Sommer and Stein were based entirely on achievement of target revenues. The chart below outlines the bonus payout multiples relative to the target bonus opportunity, based on revenue achievement.

	Fiscal 2017 Revenues (in millions)	Bonus Payout Multiple Relative to Target
Max	\$989 or more	200%
	\$976	170%
	\$963	135%
	\$949	105%
	\$936	102%
Target	\$880	100%
	\$854	75%
Threshold	\$836	50%
	Less than \$836	0%

Our Sales Executive NEO. The fiscal 2017 target bonus opportunity for Ms. St. Ledger was primarily based on achievement of target bookings measured for the period during which she worked at the Company in fiscal 2017, i.e., the fiscal second through fourth quarters 2017. In addition, a portion of her target bonus opportunity was based on achievement of individual qualitative performance measures, as discussed further below. The bookings target for our sales executive is not disclosed because we believe disclosure would be competitively harmful, as it would give our competitors insight into our strategic and financial planning process. The chart below presents certain tiers of the bonus payout multiples based on the percentage attainment of the bookings target.

Percentage Attainment of Target	Bonus Payout Multiple Relative to Target
127.6% or more	300%
123.0%	270%
117.0%	230%
112.4%	200%
109.4%	135%
106.3%	102%
100%	100%
97.0%	75%
95.0%	50%
Less than 95.0%	0%

A portion of Ms. St. Ledger's fiscal 2017 target bonus was based on achievement of individual qualitative performance measures designed to measure how well she transitioned into her role as Chief Revenue Officer and accelerated the Company's sales success. Such measures included an increase in the number of customers, deployment of programs that result in broad adoption of the Company's products and services, an increase in revenue from outside the United States, continued increase in high quality partner velocity and contribution, and Ms. St. Ledger's ability to successfully complete other projects and assignments that Mr. Merritt assigned. To determine the achievement of Ms. St. Ledger's individual qualitative performance measures, at the end of our fiscal year, Mr. Merritt reviewed these measures in totality and made an initial assessment and recommendation to our Compensation Committee, which had the final authority to approve payments.

Fiscal 2017 Cash Bonus Payments

Our Non-Sales Executive NEOs. After the mid-point of fiscal 2017, the Compensation Committee, with input from our management team, reviewed our financial performance against the revenue target set forth in the individual compensation arrangements with Messrs. Merritt, Conte, Sommer and Stein, and determined that we achieved our semi-annual revenues target. Accordingly, the Compensation Committee approved semi-annual bonus payments of 50% of each of these NEO's fiscal 2017 annual target bonus payments. Mr. Campione had not yet joined the Company and therefore did not receive a semi-annual bonus payment. After the conclusion of fiscal 2017, the Compensation Committee evaluated our performance against the revenue target. The Compensation Committee, with input from our management team, concluded that we had achieved revenues of \$950.0 million, which represented a 42% increase from our fiscal 2016 revenue. In accordance with the payment accelerators under each NEO's cash bonus arrangement, the Compensation Committee approved a bonus payment to each of Messrs. Merritt, Conte, Sommer and Stein in an amount that resulted in total fiscal 2017 bonus payments for each incumbent NEO equaling 106.7% of their respective target bonus amount. The Compensation Committee approved a bonus payment to Mr. Campione in a prorated amount that resulted in a total fiscal 2017 bonus payment equaling 106.7% of his prorated target bonus amount, based on the number of days Mr. Campione was employed by the Company.

Our Sales Executive NEO. After the mid-point of fiscal 2017, our Compensation Committee, with input from our management team, reviewed our financial performance against the bookings target set forth in the compensation arrangement with Ms. St. Ledger, and determined that we achieved our semi-annual bookings target. Accordingly, the Compensation Committee approved a semi-annual bonus payment of Ms. St. Ledger's fiscal 2017 annual bookings-based target bonus prorated based on the number of days in the first half of fiscal 2017 Ms. St. Ledger was employed by the Company. After the conclusion of fiscal 2017, the Compensation Committee evaluated our performance against the bookings target and determined that we achieved approximately 102% of the target for the fiscal second through fourth quarters 2017. The Compensation Committee approved a

bonus payment to Ms. St. Ledger in an amount that resulted in a total fiscal 2017 bonus payment equaling 100.7% of her prorated bookings-based target bonus amount. The Compensation Committee also evaluated Ms. St. Ledger's achievement of the individual qualitative performance measures previously set for her, and determined that she met those objectives.

The chart below summarizes the target and total cash bonuses paid to our NEOs for fiscal 2017:

NEO	Fiscal 2017 Target Cash Bonus (\$)	Fiscal 2017 Cash Bonus Paid (\$)
Douglas Merritt	\$450,000	\$480,150
Richard Campione	\$280,000 ⁽¹⁾	\$64,663 ⁽¹⁾
David Conte	\$252,000	\$268,884
Steven Sommer	\$231,000	\$246,477
Susan St. Ledger	\$475,000 ⁽²⁾	\$378,479 ⁽²⁾
Leonard Stein	\$198,000	\$211,266

(1) Mr. Campione joined the Company on November 14, 2016. The target amount shown above is on an annualized basis. The total paid amount shown above is the actual paid amount prorated based on the number of days in fiscal 2017 during which Mr. Campione was employed with us.

(2) Ms. St. Ledger joined the Company on May 2, 2016. The target amount shown above is on an annualized basis, \$400,000 of which was bookings-based and \$75,000 of which was based on qualitative measures. The total paid amount shown above is the actual paid amount, with the bookings-based portion prorated based on the number of days in fiscal 2017 during Ms. St. Ledger was employed with us. Of such total amount paid, \$303,479 is bookings-based and \$75,000 is based on achievement of qualitative measures.

Long-Term Equity Compensation

Our corporate culture encourages a long-term focus by our executive officers, including our NEOs, as well as all our other employees. In keeping with this culture, our executive compensation program includes stock-based awards, the value of which depends on our stock performance and other performance measures, to achieve strong long-term performance.

These stock-based awards consist of time-based RSUs and performance-based PSUs granted to our executive officers. RSUs offer predictable value delivery to our executive officers while promoting alignment of their interests with the long-term interests of our stockholders in a manner consistent with peer company compensation practices. PSUs further align our executive officers' pay to our Company's financial performance based on specific financial performance metrics. Together, RSUs and PSUs are important tools to motivate and retain our highly sought after executive officers since the value of the awards is delivered to our executive officers over a four-year period subject to continued service. Going forward, we may introduce other forms of equity awards to our executive officers, including our NEOs, to continue strong alignment of their interests with the interests of our stockholders.

The Compensation Committee, in consultation with our CEO (other than with respect to himself), determines the size, mix, material terms and metrics (in the case of PSUs) of equity awards granted to our executive officers, taking into account the role and responsibility of each executive officer, competitive factors including competition for technology executives, peer group data provided by Radford, the size and value of long-term equity compensation already held by each executive officer and the vested percentage, the total target cash compensation opportunity for each executive officer, individual performance and retention objectives.

Fiscal 2017 Equity Awards

In March 2016, the Compensation Committee granted a promotion equity award package of RSUs and PSUs to Mr. Merritt totaling 155,000 shares (75% PSUs and 25% RSUs), which included 130,000 shares from his promotion offer letter and 25,000 shares in recognition of strong fourth quarter and fiscal 2016 results, a

successful CEO transition and Mr. Merritt's continued dual role as both CEO and head of field operations. Also in March 2016, the Compensation Committee granted RSUs and PSUs to each of our other incumbent NEOs, Messrs. Conte, Sommer and Stein, after reviewing the equity compensation for such NEOs to assess whether each NEO was properly incentivized and rewarded. Ms. St. Ledger was granted new hire RSUs and PSUs in connection with her hiring in May 2016. In addition to the factors described above, the goal of attracting Ms. St. Ledger to the Company from one of the largest software companies in the Bay Area in a highly competitive environment factored heavily into the determination of the amounts of her new hire awards. Mr. Campione was granted RSUs in connection with his hiring in November 2016. Given the timing of Mr. Campione's start date, Mr. Campione did not receive any fiscal 2017 PSUs. Each of these decisions was made in consultation with Radford. Details relating to the RSUs and PSUs granted to each NEO in fiscal 2017, including the number of PSUs earned, are shown below.

NEO	Nature of Fiscal 2017 Equity Awards	Percentage of Fiscal 2017 Equity Awards as RSUs	Fiscal 2017 RSUs (number of shares)	Percentage of Fiscal 2017 Equity Awards as PSUs	Fiscal 2017 Target PSUs (number of shares)	Fiscal 2017 Earned PSUs (number of shares)
Douglas Merritt	Promotion	25%	38,750	75%	116,250	103,636
Richard Campione	New Hire	100%	100,000	0%	0	0
David Conte	Annual Refresh	40%	36,000	60%	54,000	48,141
Steven Sommer	Annual Refresh	40%	22,000	60%	33,000	29,419
Susan St. Ledger	New Hire	40%	68,000	60%	102,000	90,933
Leonard Stein	Annual Refresh	40%	22,000	60%	33,000	29,419

The RSUs granted to Mr. Merritt vest over four years with 30% vesting on March 10, 2017, and 70% vesting quarterly thereafter over the remaining three years, subject to Mr. Merritt's continued service with us. The RSUs granted to the other NEOs vest over four years with 25% vesting approximately one year after the grant date, and 75% vesting quarterly thereafter over the remaining

three years, subject to the NEO's continued service with us. Mr. Merritt's RSUs vest in an additional 5% on the initial vesting date as compared to the other NEOs because the vesting of his award was measured from his actual promotion effective date, which was approximately four months before the grant date.

Below is a summary of the primary features of the fiscal 2017 PSUs, along with the rationale for our approach. Our fiscal 2017 PSU program structure is substantially the same as our inaugural fiscal 2016 PSU program, but with an increase in the percentage of PSUs granted relative to RSUs from 50% PSUs and 50% RSUs

in fiscal 2016 to 60% PSUs and 40% RSUs in fiscal 2017 for annual refresh awards as shown above. The decision to increase the proportion of PSUs was made in part due to stockholder feedback and our focus on long-term performance-based compensation.

PSU Feature	Our Approach	Our Rationale
Performance Metrics	<ul style="list-style-type: none"> Two equally weighted metrics—50% based on revenues and 50% based on operating cash flow percentage relative to revenue growth rate 	<ul style="list-style-type: none"> Motivate and incentivize our executives to drive top-line growth in our business while maintaining fiscal discipline to generate positive cash flow to sustain and grow our Company Use of revenues as both a PSU metric and a cash bonus plan metric further underscores the importance of top-line growth to our overall strategy and our investors' expectations Use of operating cash flow as a PSU metric reflects disciplined execution of our business objectives Belief that our strategy of investing in our business for growth is appropriate given the significant market opportunity available to us As our business matures and financial results become more predictable, we intend to consider different and longer-term metrics that continue to align with our stockholders' interests
Performance Targets	<ul style="list-style-type: none"> Revenues target set based on growth expectations at the beginning of fiscal 2017 for fiscal 2017 Operating cash flow percentage set based on expectations for such metric and mapped against revenue growth 	<ul style="list-style-type: none"> Align the interests of our executives with those of our stockholders through performance targets that correlate with the steep trajectory of our top-line growth and operating performance based on growth expectations Minimum and maximum targets appropriately reward our executives for under or over-achievement of these targets
Performance Period	<ul style="list-style-type: none"> One-year performance period, fiscal 2017 PSUs will not fully vest until approximately four years after date of grant, thus placing PSUs at-risk for a prolonged period 	<ul style="list-style-type: none"> Steep trajectory of our top-line growth makes longer term measurements difficult High volatility and sensitivity of our stock price to factors unrelated to Company performance Our historical financial outperformance Risk of setting inappropriate targets that may not align with our stockholders' interests if we were to project more than one year in advance
Vesting Schedule	<ul style="list-style-type: none"> 25% of earned PSUs vested shortly following the end of the performance period and approval of the Company's fiscal 2017 audited financial statements, except for any earned PSUs held by Mr. Merritt, vested 30% due to his awards being granted approximately four months after his actual promotion effective date Remainder will vest quarterly over the next three years, so long as the executive continues to be a service provider through each vesting date 	<ul style="list-style-type: none"> Time-based vesting schedule for 75% of earned PSUs, or 70% in the case of Mr. Merritt, provides additional long-term retention incentives

For the PSUs, the target number of shares represents the number of shares eligible to be earned and subsequently vest upon achievement of target performance on both the revenues metric and the operating cash flow percentage relative to revenue growth rate metric for fiscal 2017. Each metric is weighted equally. In fiscal 2017, we achieved revenues of \$950.0 million, representing a 42% growth rate from our fiscal 2016 revenues achievement, and operating cash flow of \$201.8 million, or 21.2% of revenues. Based on such achievement, and in accordance with the payout multiples outlined below, the Compensation Committee determined that 89.15% of each NEO's target PSUs was earned.

The chart below outlines the revenues metric payout multiples relative to target.

	Fiscal 2017 Revenues (in millions)	Payout Multiple Relative to Target
Max	\$989 or more	200%
	\$976	170%
	\$963	135%
	\$949	105%
	\$936	102%
Target	\$880	100%
	\$854	75%
Threshold	\$836	50%
	Less than \$836	0%

The chart below outlines the operating cash flow metric payout multiples relative to target.

	Fiscal 2017 Operating Cash Flow Percentage of Revenue		Fiscal 2017 Revenue Growth Rate	Payout Multiple Relative to Target
Max	24.5%	and	48%	200%
Target	23%	and	32%	100%
Threshold	21%	and	25%	50%
	Less than 21%	or	Less than 25%	0%

Severance and Change in Control-Related Benefits

Our offer letters with our NEOs provide certain protections in the event of their termination of employment under specified circumstances, including following a change in control of our Company. We believe that these protections serve our retention objectives by helping our NEOs maintain continued focus and dedication to their responsibilities to maximize stockholder value, including in the event of a transaction that could result in a change in control of our Company. The terms of these letters and amendments were determined after review by the Compensation Committee and our Board of our retention goals for each executive. The material terms of these benefits as of January 31, 2017 are described below.

Triggering Event(s)	Benefits
Three months after signing of a definitive agreement that ultimately results in a change of control or 12 months after a change in control AND Employment is terminated without cause or NEO resigns for good reason	<ul style="list-style-type: none"> A lump sum payment equal to 12 months of NEO's then-current base salary (18 months, in the case of our CEO), plus a pro-rated portion of NEO's annual target bonus for the year of termination (18 months of annual target bonus plus a pro-rated portion of annual target bonus for the year of termination, in the case of our CEO); Payment by us for up to 12 months of COBRA premiums to continue health insurance coverage for NEO and eligible dependents (18 months, in the case of our CEO), or a lump sum payment of \$24,000 (\$36,000, in the case of our CEO) if paying for COBRA premiums would result in an excise tax to us; 100% accelerated vesting of NEO's outstanding equity awards; and Six-month post-termination exercise period for NEO's outstanding options; <p>In each case subject to NEO timely signing a release of claims.</p>
Employment is terminated without cause (other than in connection with a change in control)	<ul style="list-style-type: none"> A lump sum payment equal to six months of NEO's then-current base salary (12 months, in the case of our CEO), plus a pro-rated portion of NEO's annual target bonus for the year of termination; Payment by us for up to six months of COBRA premiums to continue health insurance coverage for NEO and eligible dependents (12 months, in the case of our CEO), or a lump sum payment of \$12,000 (\$24,000, in the case of our CEO) if paying for COBRA premiums would result in an excise tax to us; Six months accelerated vesting of NEO's outstanding equity awards (12 months, in the case of our CEO); and Six-month post-termination exercise period for NEO's outstanding options; <p>In each case subject to NEO timely signing a release of claims.</p>

OTHER COMPENSATION POLICIES AND INFORMATION

Employee Benefits and Perquisites

We provide employee benefits to all eligible employees in the United States, including our NEOs, which the Compensation Committee believes are reasonable and consistent with its overall compensation objective to better enable us to attract and retain employees. These benefits include medical, dental and vision insurance, a 401(k) plan, life and disability insurance, flexible spending accounts, an employee stock purchase plan and other plans and programs.

We have special long-term disability coverage for our executive officers, including our NEOs, who are eligible for disability coverage until approximately age 66 if they cannot return to their occupation. We pay for spousal travel expenses and tax gross-ups associated with certain of our NEOs' attendance at our annual sales achievement event.

Stock Ownership Guidelines

Our Board believes that our directors and executive officers should hold a meaningful financial stake in the Company in order to further align their interests with those of our stockholders. Therefore, our Board has adopted stock ownership guidelines. Under the guidelines, our officers who report directly to the CEO are required to achieve these ownership levels within five years of the later of September 9, 2014 (the date our stock ownership guidelines were adopted) or such executive officer's hire, appointment to a position with a higher ownership requirement, or election date, as applicable, at the following levels:

- Our CEO must own the lesser of (i) Company stock with a value of five times his or her annual base salary or (ii) 30,000 shares; and
- Each executive officer must own the lesser of (i) Company stock with a value of his or her annual base salary or (ii) 8,000 shares.

The salary multiples above are consistent with current market practices, and the alternative share number thresholds are intended to provide our officers with certainty as to whether the guidelines are met, regardless of our then-current stock price.

As of the end of fiscal 2017, all of our NEOs have met and exceeded, or are on track to meet and exceed, these guidelines at their current rate of stock accumulations in the time frames set out in the guidelines.

See “Corporate Governance at Splunk—Non-Employee Director Compensation—Stock Ownership Guidelines” for information about the guidelines applicable to our directors.

Clawback Policy

We have a Clawback Policy pursuant to which we may seek the recovery of cash performance-based incentive compensation paid by the Company as well as performance-based equity awards, including PSUs. The Clawback Policy applies to our CEO and to all officers who report directly to the CEO, including our NEOs. The Clawback Policy provides that if (i) the Company restates its financial statements as a result of a material error; (ii) the amount of cash incentive compensation or performance-based equity compensation that was paid or is payable based on achievement of specific financial results paid to a participant would have been less if the financial statements had been correct; (iii) no more than two years have elapsed since the original filing date of the financial statements upon which the incentive compensation was determined; and (iv) the Compensation Committee unanimously concludes, in its sole discretion, that fraud or intentional misconduct by such participant caused the material error and it would be in the best interests of the Company to seek from such participant recovery of the excess compensation, then the Compensation Committee may, in its sole discretion, seek from such participant repayment to the Company.

Stock Trading Practices; Hedging and Pledging Policy

We maintain an Insider Trading Policy that, among other things, prohibits our officers, including our NEOs, directors and employees from trading during quarterly and special blackout periods. We

prohibit short sales, hedging and similar transactions designed to decrease the risks associated with holding the Company's securities, as well as pledging the Company's securities as collateral for loans and transactions involving derivative securities relating to our common stock. Our Insider Trading Policy also requires that all directors and all officers who report directly to the CEO, including our NEOs, pre-clear with our legal department any proposed open market transactions.

Further, we have adopted Rule 10b5-1 Trading Plan Guidelines that permit our directors and certain employees, including our NEOs, to adopt Rule 10b5-1 trading plans (“10b5-1 plans”). Under our 10b5-1 Trading Plan Guidelines, 10b5-1 plans may only be adopted or modified during an open trading window under our Insider Trading Policy and only when such individual does not otherwise possess material nonpublic information about the Company. The first trade under a 10b5-1 plan may not occur until the completion of the next quarterly blackout period following the adoption or modification of the 10b5-1 plan, as applicable.

Impact of Accounting and Tax Requirements on Compensation

Deductibility of Executive Compensation

Generally, Section 162(m) of the Internal Revenue Code of 1986, as amended, disallows a tax deduction to any publicly-held corporation for any remuneration in excess of \$1 million paid in any taxable year to its chief executive officer and to certain other highly compensated officers. Remuneration in excess of \$1 million may be deducted if, among other things, it qualifies as “performance-based compensation” within the meaning of Section 162(m).

We have not previously taken the deductibility limit imposed by Section 162(m) into consideration in setting compensation for our NEOs and do not currently have any immediate plans to do so. The Compensation Committee may, in its judgment, authorize compensation payments that do not comply with an exemption from the deductibility limit when it believes that such payments are appropriate to attract and retain executive talent. The Compensation Committee intends to continue to compensate our NEOs in a manner consistent with the best interests of the Company and our stockholders.

Taxation of “Parachute” Payments and Deferred Compensation

We do not provide our NEOs with a “gross-up” or other reimbursement payment for any tax liability that he or she might owe as a result of the application of Sections 280G, 4999, or 409A of the Code. Sections 280G and 4999 of the Code provide that executive officers and directors who hold significant equity interests and certain other service providers may be subject to an excise tax if they receive payments or benefits in connection with a change in control that exceeds certain prescribed limits, and that the company, or a successor, may forfeit a deduction on the amounts subject to this additional tax. Section 409A also imposes additional significant taxes on the individual in the event that an executive officer, director or other service provider receives “deferred compensation” that does not meet certain requirements of Section 409A of the Code.

Accounting for Stock-Based Compensation

We follow ASC Topic 718 for our stock-based awards. ASC Topic 718 requires companies to measure the compensation expense for all share-based payment awards made to employees and directors, including stock options, restricted stock unit awards and performance units, based on the grant date “fair value” of these awards. This calculation is performed for accounting purposes and reported in the compensation tables below. ASC Topic 718 also requires companies to recognize the compensation cost of their stock-based compensation awards in their income statements over the period that an NEO is required to render service in exchange for the option or other award.

For performance units, stock-based compensation expense recognized may be adjusted over the performance period based on interim estimates of performance against pre-set objectives.

Compensation Risk Assessment

The Compensation Committee, with the assistance of Radford, assesses and considers potential risks when reviewing and approving our compensation policies and practices for our executive officers and our employees. We have designed our compensation programs, including our incentive compensation plans, with features to address potential risks while rewarding employees for achieving financial and strategic objectives through prudent business judgment and appropriate risk taking. Based upon its assessment, the Compensation Committee believes that any risks arising from our compensation programs do not create disproportionate incentives for our employees to take risks that could have a material adverse effect on us in the future.

COMPENSATION TABLES

Summary Compensation Table

The following table summarizes the compensation that we paid to or was earned by each of our NEOs for the fiscal years ended January 31, 2017, 2016 and 2015.

Name and Principal Position	Fiscal Year	Salary (\$)	Stock Awards (\$)(1)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Douglas Merritt ⁽²⁾ President, CEO and Director	2017	450,000	7,145,500	—	480,150	38,545 ⁽³⁾	8,114,195
	2016	325,000	2,473,200	—	738,526	36,952 ⁽⁴⁾	3,573,678
	2015	227,803 ⁽⁵⁾	6,477,000	—	559,465 ⁽⁵⁾	5,000 ⁽⁶⁾	7,041,465
Richard Campione Senior Vice President, Chief Product Officer	2017	86,364 ⁽⁷⁾	5,627,000	—	64,663 ⁽⁷⁾	—	5,778,027
David Conte Senior Vice President and Chief Financial Officer	2017	360,000	4,214,700	—	268,884	5,000 ⁽⁸⁾	4,848,584
	2016	330,000	3,091,500	—	462,000	6,000 ⁽⁹⁾	3,889,500
	2015	315,000	— ⁽¹⁰⁾	—	418,509	5,000 ⁽⁶⁾	738,509
Steven Sommer Senior Vice President, Marketing and Former Chief Marketing Officer	2017	321,250	2,575,650	—	246,477	5,000 ⁽⁸⁾	3,148,377
	2016	290,000	2,473,200	—	406,000	6,000 ⁽⁹⁾	3,175,200
	2015	270,000	— ⁽¹⁰⁾	—	358,722	5,000 ⁽⁶⁾	633,722
Susan St. Ledger Senior Vice President, Chief Revenue Officer	2017	300,000 ⁽¹¹⁾	10,123,500	—	378,479 ⁽¹¹⁾	11,554 ⁽³⁾	10,813,533
Leonard Stein Senior Vice President, General Counsel and Secretary	2017	330,000	2,575,650	—	211,266	5,000 ⁽⁸⁾	3,121,916
	2016	285,000	2,473,200	—	342,000	6,000 ⁽⁹⁾	3,106,200

(1) The amounts reported in the Stock Awards column reflects the aggregate grant date fair value of the RSUs granted to our NEOs in fiscal 2017, fiscal 2016 and fiscal 2015 and the PSUs granted to our NEOs in fiscal 2017 and fiscal 2016, as computed in accordance with ASC Topic 718. The estimated fair value of PSUs is calculated based on the probable outcome of the performance measures for the applicable performance period as of the date on which the PSUs are granted for accounting purposes. This estimated fair value for PSUs is different from (and lower than) the maximum value of PSUs set forth below. These amounts do not necessarily correspond to the actual value recognized by our NEOs. The assumptions used in the valuation of these awards are consistent with the valuation methodologies specified in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2017.

Assuming the highest level of performance is achieved under the applicable performance measures for the fiscal 2017 PSUs, the maximum possible value of the fiscal 2017 PSUs using the fair value of our common stock on the date that such awards were granted for accounting purposes is presented below:

Name	Maximum Value of Fiscal 2017 PSUs (as of Grant Date for Accounting Purposes) (\$)
Douglas Merritt	10,718,250
Richard Campione	—
David Conte	5,057,640
Steven Sommer	3,090,780
Susan St. Ledger	12,148,200
Leonard Stein	3,090,780

- (2) Mr. Merritt was appointed President and CEO, effective as of November 19, 2015. Through fiscal 2016, Mr. Merritt continued to receive his pre-CEO transition compensation as our former Senior Vice President, Field Operations; it was not until fiscal 2017, two months after his appointment, that he began receiving his CEO compensation package.
- (3) For Mr. Merritt, this amount represents \$24,676 in tax gross-ups and \$6,922 in spousal travel expenses, each associated with attendance at our annual sales achievement event; a discretionary contribution of \$5,000 to Mr. Merritt's 401(k) plan account, which contribution was made to all eligible participants; and a premium payment of \$1,947 for long-term disability benefits. For Ms. St. Ledger, this amount represents \$6,057 in tax gross-ups associated with attendance at our annual sales achievement event; a discretionary contribution of \$5,000 to Ms. St. Ledger's 401(k) plan account, which contribution was made to all eligible participants; and a premium payment of \$497 for long-term disability benefits.
- (4) This amount represents \$22,399 in tax gross-ups and \$6,606 in spousal travel expenses, each associated with attendance at our annual sales achievement event; a discretionary contribution of \$6,000 to Mr. Merritt's 401(k) plan account, which contribution was made to all eligible participants; and a premium payment of \$1,947 for long-term disability benefits.
- (5) Mr. Merritt joined the Company on May 7, 2014. The salary and non-equity incentive plan compensation amounts for Mr. Merritt are prorated based on the number of days in fiscal 2015 during which he was employed with us.
- (6) For fiscal 2015, we made a discretionary contribution to the 401(k) plan accounts of all eligible participants in the amount of \$5,000 each.
- (7) Mr. Campione joined the Company on November 14, 2016. The salary and non-equity incentive plan compensation amounts for Mr. Campione are prorated based on the number of days in fiscal 2017 during which he was employed with us.
- (8) For fiscal 2017, we made a discretionary contribution to the 401(k) plan accounts of all eligible participants in the amount of \$5,000 each.
- (9) For fiscal 2016, we made a discretionary contribution to the 401(k) plan accounts of all eligible participants in the amount of \$6,000 each.
- (10) Fiscal 2015 served as a transition year in our shift towards making all equity compensation decisions at the beginning of each fiscal year rather than at the end, which aligned the timing with that of our cash compensation decisions. Other than with respect to Mr. Merritt who received equity awards in connection with his hiring in fiscal 2015, we did not grant any equity awards to our executive officers in fiscal 2015.
- (11) Ms. St. Ledger joined the Company on May 2, 2016. The salary and non-equity incentive plan compensation amounts for Ms. St. Ledger are prorated based on the number of days in fiscal 2017 during which she was employed with us.

Grants of Plan-Based Awards for Fiscal 2017

The following table presents, for each of our NEOs, information concerning grants of plan-based awards made during fiscal 2017. This information supplements the information about these awards set forth in the Summary Compensation Table.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Shares or Units (#) ⁽³⁾	Grant Date Fair Value of Stock Awards (\$) ⁽⁴⁾
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Douglas Merritt	—	225,000	450,000	900,000	—	—	—	—	
RSUs	3/10/2016	—	—	—	—	—	—	38,750	1,786,375
PSUs	3/10/2016	—	—	—	58,125	116,250	232,500	—	5,359,125
Richard Campione	—	140,000	280,000	560,000	—	—	—	—	
RSUs	12/7/2016	—	—	—	—	—	—	100,000	5,627,000
David Conte	—	126,000	252,000	504,000	—	—	—	—	
RSUs	3/9/2016	—	—	—	—	—	—	36,000	1,685,880
PSUs	3/9/2016	—	—	—	27,000	54,000	108,000	—	2,528,820
Steven Sommer	—	115,500	231,000	462,000	—	—	—	—	
RSUs	3/9/2016	—	—	—	—	—	—	22,000	1,030,260
PSUs	3/9/2016	—	—	—	16,500	33,000	66,000	—	1,545,390
Susan St. Ledger	—	200,000	400,000	1,200,000	—	—	—	—	
RSUs	6/8/2016	—	—	—	—	—	—	68,000	4,049,400
PSUs	6/8/2016	—	—	—	51,000	102,000	204,000	—	6,074,100
Leonard Stein	—	99,000	198,000	396,000	—	—	—	—	
RSUs	3/9/2016	—	—	—	—	—	—	22,000	1,030,260
PSUs	3/9/2016	—	—	—	16,500	33,000	66,000	—	1,545,390

- (1) Amounts in the “Estimated Future Payouts Under Non-Equity Incentive Plan Awards” columns relate to cash incentive compensation opportunities under each NEO’s individual compensation arrangement. Payments under these plans are subject to a threshold limitation based on achieving at least 95% of the target corporate performance objective. Target payment amounts assume achievement of 100% of the target corporate performance objective. Payments to Messrs. Merritt, Campione, Conte, Sommer and Stein under these plans are subject to a maximum payment of 200% based on achievement of 112% or more of the target corporate performance objective. Bookings-based payments to Ms. St. Ledger were capped at a maximum of 300% for achievement of 127.6% or greater of target corporate performance objective. The actual amounts paid to our NEOs are set forth in the “Summary Compensation Table” above, and the calculation of the actual amounts paid is discussed more fully in “Compensation Discussion and Analysis—Discussion of Our Fiscal 2017 Executive Compensation Program—Components of Compensation Program and Fiscal 2017 Compensation—Cash Bonuses” above.
- (2) Amounts in the “Estimated Future Payouts Under Equity Incentive Plan Awards” columns relate to estimated payouts of the fiscal 2017 PSUs. The amounts shown in the Threshold column reflect the number of shares if the minimum revenues metric and operating cash flow metric are met, and are 50% of the amounts shown under the Target column. The amounts shown in the Target column reflect the number of shares if the revenues metric and operating cash flow metric are at target. The amounts shown in the Maximum column reflect the number of shares if the maximum revenues metric and operating cash flow metric are met or exceeded, and are 200% of the amounts shown under the Target column. The PSUs vest over four years, subject to continued service to us. For Mr. Merritt, 30% of the PSUs vested on March 29, 2017 (due to his awards being granted approximately four months after his actual promotion effective date) and 5.83% vest quarterly thereafter, beginning on June 10, 2017, over the remaining three years. For Messrs. Conte, Sommer and Stein, one-fourth of the PSUs vest on March 29, 2017 and 1/16th vest quarterly thereafter, beginning on June 10, 2017, over the remaining three years. For Ms. St. Ledger, one-fourth of the PSUs vest on June 10, 2017 and 1/16th vest quarterly thereafter, beginning on September 10, 2017, over the remaining three years.
- (3) The RSUs vest over four years, with one-fourth of the RSUs vesting one year following the vesting commencement date and 1/16th vesting quarterly thereafter over the remaining three years, subject to continued service to us.
- (4) The amounts reported in this column reflect the aggregate grant date fair value of the RSUs and PSUs granted to our NEOs in fiscal 2017 as computed in accordance with ASC Topic 718. The estimated fair value of PSUs was calculated based on the probable outcome of the performance measures for the fiscal 2017 performance period as of the date on which the PSUs were granted for accounting purposes. These amounts do not necessarily correspond to the actual value recognized by NEOs. The assumptions used in the valuation of these awards are consistent with the valuation methodologies specified in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2017.

Outstanding Equity Awards at Fiscal 2017 Year-End

The following table sets forth information concerning outstanding equity awards held by our NEOs as of January 31, 2017.

Name	Vesting Commencement Date	Option Awards				Stock Awards				Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽¹⁾
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾	Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽¹⁾	
Douglas Merritt	06/10/2014	—	—	—	—	56,250 ⁽²⁾	3,254,625	—	—	
	03/10/2015	—	—	—	—	11,250 ⁽²⁾	650,925	—	—	
	03/10/2015	—	—	—	—	20,250 ⁽³⁾	1,171,665	—	—	
	03/10/2016	—	—	—	—	38,750 ⁽²⁾	2,242,075	—	—	
	03/10/2016	—	—	—	—	—	—	103,636 ⁽⁴⁾	5,996,379	
Richard Campione	12/10/2016	—	—	—	—	100,000 ⁽²⁾	5,786,000	—	—	
David Conte	12/15/2011	12,206 ⁽⁵⁾	—	4.82	12/14/2021	—	—	—	—	
	12/10/2013	—	—	—	—	20,000 ⁽²⁾	1,157,200	—	—	
	03/10/2015	—	—	—	—	14,063 ⁽²⁾	813,685	—	—	
	03/10/2015	—	—	—	—	25,313 ⁽³⁾	1,464,610	—	—	
	03/10/2016	—	—	—	—	36,000 ⁽²⁾	2,082,960	—	—	
	03/10/2016	—	—	—	—	—	—	48,141 ⁽⁴⁾	2,785,438	
Steven Sommer	12/10/2013	—	—	—	—	20,000 ⁽²⁾	1,157,200	—	—	
	03/10/2015	—	—	—	—	11,250 ⁽²⁾	650,925	—	—	
	03/10/2015	—	—	—	—	20,250 ⁽³⁾	1,171,665	—	—	
	03/10/2016	—	—	—	—	22,000 ⁽²⁾	1,272,920	—	—	
	03/10/2016	—	—	—	—	—	—	29,419 ⁽⁴⁾	1,702,183	
Susan St. Ledger	06/10/2016	—	—	—	—	68,000 ⁽²⁾	3,934,480	—	—	
	06/10/2016	—	—	—	—	—	—	90,933 ⁽⁴⁾	5,261,383	
Leonard Stein	12/10/2013	—	—	—	—	13,750 ⁽²⁾	795,575	—	—	
	03/10/2015	—	—	—	—	11,250 ⁽²⁾	650,925	—	—	
	03/10/2015	—	—	—	—	20,250 ⁽³⁾	1,171,665	—	—	
	03/10/2016	—	—	—	—	22,000 ⁽²⁾	1,272,920	—	—	
	03/10/2016	—	—	—	—	—	—	29,419 ⁽⁴⁾	1,702,183	

(1) Market Value is calculated based on the closing price of our common stock on The NASDAQ Global Select Market on January 31, 2017 (the last trading day of our fiscal year), which was \$57.86.

(2) The RSUs vest over four years, with one-fourth of the RSUs vesting one year following the vesting commencement date and 1/16th vesting quarterly thereafter over the remaining three years, subject to continued service to us.

(3) Earned in connection with achievement of 180% of the target performance measures with respect to the fiscal 2016 PSU performance period; one-fourth vesting on March 30, 2016 and 1/16th vesting quarterly thereafter, beginning on June 10, 2016, over the remaining three years, subject to continued service to us.

(4) On March 29, 2017, 89.15% of each NEO's target fiscal 2017 PSUs were deemed earned based upon our fiscal 2017 financial results. Actual award amounts earned were 103,636, 48,141, 29,419, 29,419 and 90,933 shares for each of Messrs. Merritt, Conte, Sommer, Stein and Ms. St. Ledger, respectively. The PSUs vest over four years, subject to continued service to us. For Mr. Merritt, 30% of the PSUs vested on March 29, 2017 and 5.83% vest quarterly thereafter, beginning on June 10, 2017, over the remaining three years. For Messrs. Conte, Sommer and Stein, one-fourth of the PSUs vested on March 29, 2017 and 1/16th vest quarterly thereafter, beginning on June 10, 2017, over the remaining three years. For Ms. St. Ledger, one-fourth of the PSUs vest on June 10, 2017 and 1/16th vest quarterly thereafter, beginning on September 10, 2017, over the remaining three years.

(5) The stock option is fully vested and immediately exercisable.

Option Exercises and Stock Vested in Fiscal 2017

The following table sets forth the number of shares acquired and the value realized upon the exercise of stock options and the vesting of RSUs during fiscal 2017 by each of our NEOs.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽¹⁾
Douglas Merritt	—	—	62,000	3,321,540
Richard Campione	—	—	—	—
David Conte	—	—	60,624	3,229,485
Steven Sommer	—	—	59,500	3,184,890
Susan St. Ledger	—	—	—	—
Leonard Stein	—	—	48,250	2,569,968

(1) The value realized on vesting is calculated by multiplying the number of shares of stock by the market value of the underlying shares on each vesting date.

Pension Benefits and Nonqualified Deferred Compensation

We do not provide a pension plan for our employees, and none of our NEOs participated in a nonqualified deferred compensation plan during fiscal 2017.

Executive Employment Arrangements

The initial terms and conditions of employment for each of our named executive officers are set forth in written executive employment offer letters. The letters for Messrs. Merritt, Conte, Sommer and Stein were negotiated on our behalf by Mr. Sullivan, our then CEO. The letters for Mr. Campione and Ms. St. Ledger were negotiated on our behalf by Mr. Merritt. All of the employment offer letters were negotiated with the oversight and approval of our Board or Compensation Committee. Each of the employment offer letters with our NEOs sets forth the terms and conditions of such executive's employment with us and provides for severance and change in control benefits, as described above under "Compensation Discussion and Analysis—Discussion of Our Fiscal 2017 Executive Compensation Program—Components of Compensation Program and Fiscal 2017 Compensation—Severance and Change in Control-Related Benefits."

Douglas Merritt

We entered into an initial employment offer letter dated April 7, 2014 with Mr. Merritt, our former Senior Vice President, Field Operations. We subsequently entered into a revised employment offer letter dated November 16, 2015 with Mr. Merritt in connection with his appointment as our President and CEO. This letter supersedes the terms of his original employment offer letter. Mr. Merritt's current base salary for fiscal 2018 is \$475,000 and his annual target cash bonus is 100% of his base salary.

Richard Campione

We entered into an employment offer letter dated October 12, 2016 with Mr. Campione, our Senior Vice President, Chief Product Officer. Mr. Campione's current base salary for fiscal 2018 is \$400,000 and his annual target cash bonus is 70% of his base salary.

David Conte

We entered into an initial employment offer letter dated June 30, 2011 with Mr. Conte, our Senior Vice President and Chief Financial Officer. We subsequently entered into a revised employment offer letter dated January 11, 2012 with Mr. Conte. This letter supersedes the terms of his original employment offer letter. Mr. Conte's current base salary for fiscal 2018 is \$385,000 and his annual target cash bonus is 80% of his base salary.

Steven Sommer

We entered into an initial employment offer letter dated June 4, 2008 with Mr. Sommer, our Senior Vice President, Marketing and former Chief Marketing Officer. We subsequently entered into a revised employment offer letter dated January 19, 2012 with Mr. Sommer. We subsequently entered into a transition letter agreement dated July 27, 2016 with Mr. Sommer in connection with his retirement as an executive officer and employee of the Company. This letter supersedes the terms of his revised employment offer letter and provides that Mr. Sommer will continue to receive his then current salary through September 15, 2017 and remained eligible to participate in the Company's Executive Bonus Plan until February 1, 2017. Mr. Sommer's existing equity grants will continue to vest so long as he continues to provide services to the Company.

Susan St. Ledger

We entered into an employment offer letter dated March 3, 2016 with Ms. St. Ledger, our Senior Vice President, Chief Revenue Officer. Ms. St. Ledger's current base salary for fiscal 2018 is \$420,000 and her annual target cash bonus is 100% of her base salary.

Leonard Stein

We entered into an initial employment offer letter dated March 28, 2011 with Mr. Stein, our Senior Vice President, General Counsel and Secretary. We subsequently entered into a revised

employment offer letter dated January 11, 2012 with Mr. Stein. This letter supersedes the terms of his original employment offer letter. Mr. Stein's current base salary for fiscal 2018 is \$355,000 and his annual target cash bonus is 60% of his base salary.

Potential Payments Upon Termination or Upon Termination In Connection With a Change in Control

The following table provides information concerning the estimated payments and benefits that would be provided in the circumstances described below, assuming that the triggering event took place on January 31, 2017.

NEO	Termination Without Cause (\$)	Termination Without Cause or Resignation for Good Reason in Connection with a Change in Control (\$) ⁽¹⁾
Douglas Merritt		
Severance payment ⁽²⁾	900,000	1,350,000
Continued health coverage	25,746	38,620
Accelerated vesting ⁽³⁾	6,892,978	13,315,669
Total:	7,818,724	14,704,289
Richard Campione		
Severance payment ⁽²⁾	340,000	680,000
Continued health coverage	12,873	25,746
Accelerated vesting ⁽³⁾	—	5,786,000
Total:	352,873	6,491,746
David Conte		
Severance payment ⁽²⁾	306,000	612,000
Continued health coverage	12,873	25,746
Accelerated vesting ⁽³⁾	2,606,246	8,303,894
Total:	2,925,119	8,941,640
Steven Sommer		
Severance payment ⁽²⁾	280,500	561,000
Continued health coverage	7,933	15,867
Accelerated vesting ⁽³⁾	1,913,314	5,954,893
Total:	2,201,747	6,531,760
Susan St. Ledger		
Severance payment ⁽²⁾	437,500	875,000
Continued health coverage	4,095	8,189
Accelerated vesting ⁽³⁾	2,298,951	9,195,863
Total:	2,740,546	10,079,052
Leonard Stein		
Severance payment ⁽²⁾	264,000	528,000
Continued health coverage	12,873	25,746
Accelerated vesting ⁽³⁾	1,732,502	5,593,268
Total:	2,009,375	6,147,014

(1) A qualifying termination of employment is considered "in connection with a change in control" if such termination occurs within the period commencing three months before and ending 12 months after a "change in control."

(2) This represents the sum of each NEO's base salary plus target bonus amounts, in each case, as was in effect as of January 31, 2017.

(3) For purposes of valuing accelerated vesting, the values indicated in the table are calculated as follows: (i) with respect to stock options, as the aggregate difference between the fair market value of a share of our common stock underlying the option on January 31, 2017 (the last trading day of our fiscal year) and the exercise price of the applicable option, multiplied by the number of unvested shares accelerated, (ii) with respect to RSUs, as the fair market value of a share of our common stock on January 31, 2017 multiplied by the number of unvested RSUs accelerated, and (iii) with respect to PSUs, as the fair market value of a share of our common stock on January 31, 2017 multiplied by the earned amounts of the fiscal 2017 PSUs (89.15% of each NEO's target fiscal 2017 PSUs) as deemed earned on March 29, 2017.

Equity Compensation Plan Information

The following table provides information as of January 31, 2017 with respect to the shares of our common stock that may be issued under our existing equity compensation plans.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$) ⁽²⁾	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by stockholders ⁽¹⁾	15,982,308	4.67	19,523,986
Equity compensation plans not approved by stockholders	—	—	—
Total	15,982,308	4.67	19,523,986

(1) Includes the following plans: 2012 Equity Incentive Plan (“2012 Plan”), 2003 Equity Incentive Plan and 2012 Employee Stock Purchase Plan (“2012 ESPP”). Our 2012 Plan provides that on the first day of each fiscal year, the number of shares authorized for issuance under the 2012 Plan is automatically increased by a number equal to the least of (i) ten million (10,000,000) shares of common stock, (ii) five percent (5%) of the aggregate number of shares of common stock outstanding on the last day of the immediately preceding fiscal year, or (iii) such number of shares of common stock that may be determined by our Board. Our 2012 ESPP provides that on the first day of each fiscal year, the number of shares authorized for issuance under the 2012 ESPP is automatically increased by a number equal to the least of (i) four million (4,000,000) shares of common stock, (ii) two percent (2%) of the aggregate number of outstanding shares of common stock on the last day of the immediately preceding fiscal year, or (iii) an amount determined by our Board or any committee designated by the Board to administer the 2012 ESPP.

(2) Does not include shares issuable upon vesting of outstanding RSU awards, which have no exercise price.

STOCK OWNERSHIP INFORMATION

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock at March 31, 2017 for:

- each person or group of affiliated persons known by us to be the beneficial owner of more than 5% of our common stock;
- each of our named executive officers;
- each of our directors; and
- all of our executive officers and directors as a group.

The information provided in the table is based on our records, information filed with the SEC, and information provided to us. For our 5% stockholders, to the extent we did not have more recent information, we relied upon such stockholders' most recent filing with the SEC pursuant to Section 13(g) of the Exchange Act as noted below. We have determined beneficial ownership in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Except as indicated by the footnotes below, we

believe, based on information furnished to us, that the persons and entities named in the table below have sole voting and sole investment power with respect to all shares of common stock that they beneficially owned, subject to applicable community property laws.

Applicable percentage ownership is based on 138,334,075 shares of common stock outstanding at March 31, 2017. In computing the number of shares of common stock beneficially owned by a person or entity and the percentage ownership of such person or entity, we deemed to be outstanding all shares of common stock subject to shares held by the person that are currently exercisable or exercisable (or issuable upon vesting of RSUs) within 60 days of March 31, 2017. However, we did not deem such shares outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated in their respective footnote, the address of each beneficial owner listed in the table below is c/o Splunk Inc., 270 Brannan Street, San Francisco, California 94107.

	Number of Shares	Percent of Shares Outstanding
5% Stockholders:		
T. Rowe Price Associates, Inc. ⁽¹⁾	12,732,080	9.2%
Jennison Associates LLC ⁽²⁾	11,806,045	8.5%
The Vanguard Group, Inc. ⁽³⁾	10,320,941	7.5%
Sands Capital Management, LLC ⁽⁴⁾	10,086,257	7.3%
Columbia Threadneedle Investments ⁽⁵⁾	6,933,659	5.0%
Named Executive Officers and Directors:		
Douglas Merritt	39,609	*
Richard Campione	—	*
David Conte ⁽⁶⁾	81,742	*
Steven Sommer	75,279	*
Susan St. Ledger	431	*
Leonard Stein	18,024	*
Mark Carges	9,396	*
Amy Chang ⁽⁷⁾	7,724	*
John Connors	102,234	*
David Hornik	12,740	*
Patricia Morrison	20,873	*
Thomas Neustaetter	8,179	*
Stephen Newberry	26,171	*
Graham Smith	56,740	*
Godfrey Sullivan ⁽⁸⁾	1,606,735	1.2%
All executive officers and directors as a group (14 persons) ⁽⁹⁾	1,990,598	1.43%

* Represents beneficial ownership of less than one percent (1%).

- (1) As of December 31, 2016, the reporting date of T. Rowe Price Associates, Inc.'s most recent filing with the SEC pursuant to Section 13(g) of the Exchange Act filed on February 7, 2017, T. Rowe Price Associates, Inc. ("Price Associates"), in its capacity as an investment adviser, has sole voting power with respect to 4,330,425 shares and sole dispositive power with respect to 12,732,080 shares reported as beneficially owned. Securities are beneficially owned by clients of Price Associates. The address for Price Associates is 100 E. Pratt Street, Baltimore, MD 21202.
- (2) As of December 31, 2016, the reporting date of Jennison Associates LLC's most recent filing with the SEC pursuant to Section 13(g) of the Exchange Act filed on February 3, 2017, Jennison Associates LLC ("Jennison"), in its capacity as investment adviser to several investment companies, insurance separate accounts and institutional clients ("Managed Portfolios"), has sole voting power with respect to 6,845,008 shares and shared dispositive power with respect to 11,806,045 shares reported as beneficially owned. Prudential Financial, Inc. ("Prudential") indirectly owns 100% of the equity interests of Jennison, and as a result, Prudential may be deemed to have the power to exercise or to direct the exercise of the voting and/or dispositive power that Jennison may have with respect to the shares held by the Managed Portfolios. Jennison does not file jointly with Prudential and, as such, shares of our common stock reported on Jennison's Schedule 13G, as amended, may be included in the shares reported in the Schedule 13G, as amended, filed by Prudential. The address for Jennison is 466 Lexington Avenue, New York, NY 10017. Prudential also filed a Schedule 13G, as amended, with the SEC on January 24, 2017, in which it disclosed beneficial ownership of 11,817,774 shares of our common stock. The address for Prudential is 751 Broad Street, Newark, NJ 07102.
- (3) As of December 31, 2016, the reporting date of The Vanguard Group's most recent filing with the SEC pursuant to Section 13(g) of the Exchange Act filed on February 9, 2017, The Vanguard Group, Inc. ("Vanguard"), in its capacity as an investment advisor, has sole voting power with respect to 106,701 shares, shared voting power with respect to 23,640 shares, sole dispositive power with respect to 10,187,100 shares, and shared dispositive power with respect to 133,841 shares reported as beneficially owned. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 70,501 shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard is the beneficial owner of 99,540 shares as a result of its serving as investment manager of Australian investment offerings. The address for Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.
- (4) As of December 31, 2016, the reporting date of Sands Capital Management, LLC's most recent filing with the SEC pursuant to Section 13(g) of the Exchange Act filed on February 14, 2016, Sands Capital Management, LLC ("Sands"), in its capacity as an investment adviser, has sole voting power with respect to 7,520,817 shares and sole dispositive power with respect to 10,086,257 shares reported as beneficially owned. Securities are beneficially owned by clients of Sands. Sands clients include pension plans, endowments, foundations, corporations, mutual funds, charities, state and municipal government entities, Taft-Hartley plans, private investment funds, families and individuals, among other types. The address for Sands is 1000 Wilson Blvd., Suite 3000, Arlington, VA 22209.
- (5) As of December 31, 2016, the reporting date of Ameriprise Financial, Inc.'s most recent filing with the SEC pursuant to Section 13(g) of the Exchange Act filed on February 10, 2017, Ameriprise Financial, Inc. ("Ameriprise"), in its capacity as a parent holding company, has shared voting power with respect to 6,080,670 shares and shared dispositive power with respect to 6,933,659 shares reported as beneficially owned. Ameriprise, as a parent company of Columbia Threadneedle Investments, also known as Columbia Management Investment Advisors, LLC ("Columbia"), may be deemed to beneficially own the shares reported by Columbia. Columbia, in its capacity as an investment advisor, has shared voting power with respect to 6,080,670 shares and shared dispositive power with respect to 6,933,659 shares reported as beneficially owned. Each of Ameriprise and Columbia disclaim beneficial ownership of any shares reported on their Form 13G. The address for Ameriprise is 145 Ameriprise Financial Center, Minneapolis, MN 55474. The address for Columbia is 225 Franklin St., Boston, MA 02110.
- (6) Consists of (i) 69,536 shares held of record by Mr. Conte; and (ii) 12,206 shares exercisable within 60 days of March 31, 2017, all of which are fully vested within 60 days of March 31, 2017.
- (7) Ms. Chang is not standing for re-election at the Annual Meeting.
- (8) Consists of (i) 744,220 shares held of record by Mr. Sullivan; (ii) 100,000 shares held of record by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which Mr. Sullivan serves as a trustee; and (iii) 762,515 shares exercisable within 60 days of March 31, 2017, all of which are fully vested.
- (9) Includes (i) 1,215,877 shares beneficially owned by our executive officers and directors; and (ii) 774,721 shares exercisable within 60 days of March 31, 2017, all of which are fully vested.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify in this proxy statement anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that during fiscal 2017, all Section 16(a) filing requirements were satisfied on a timely basis.

OTHER MATTERS

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND OUR 2017 ANNUAL MEETING

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully.

What matters am I voting on?

You will be voting on:

- the election of three Class II directors to hold office until the 2020 annual meeting of stockholders or until their successors are duly elected and qualified;
- a proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2018;
- an advisory vote to approve the compensation of our named executive officers, as described in this proxy statement; and
- any other business that may properly come before the meeting.

How does the Board recommend I vote on these proposals?

The Board recommends a vote:

- FOR the nominees for election as Class II directors;
- FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2018; and
- FOR approval, on an advisory basis, of our named executive officer compensation.

Who is entitled to vote?

Holders of our common stock as of the close of business on April 13, 2017 (the “Record Date”), may vote at the Annual Meeting. As of the Record Date, we had 138,339,818 shares of common stock outstanding. In deciding all matters at the Annual Meeting, each stockholder will be entitled to one vote for each share of common stock held on the Record Date. We do not have cumulative voting rights for the election of directors.

Registered Stockholders. If your shares are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares, and the Notice was provided to you directly by us. As the stockholder of

record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote in person at the Annual Meeting.

Street Name Stockholders. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, or a street name stockholder, and the Notice was forwarded to you by your broker, bank or other nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since beneficial owners are not the stockholders of record, you may not vote your shares in person at the Annual Meeting unless you follow your broker’s, bank’s or other nominee’s procedures for obtaining a legal proxy. If you request a printed copy of the proxy materials by mail, your broker, bank or other nominee will provide a voting instruction card for you to use to direct your broker, bank or other nominee how to vote your shares.

How do I vote?

If you are a registered stockholder, you may:

- instruct the proxy holder or holders on how to vote your shares by using the Internet voting site or the toll-free telephone number listed on the Notice, 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 7, 2017 (have your proxy card in hand when you call or visit the website);
- instruct the proxy holder or holders on how to vote your shares by completing and mailing your proxy card to the address indicated on your proxy card (if you received printed proxy materials), which must be received by the time of the Annual Meeting; or
- vote by written ballot in person at the Annual Meeting.

If you are a street name stockholder, you will receive instructions from your broker, bank or other nominee. The instructions from your broker, bank or other nominee will indicate if the various methods by which you may vote, including whether Internet or telephone voting, are available.

Can I change or revoke my vote?

Yes. Subject to any rules your broker, bank or other nominee may have, you can change your vote or revoke your proxy before the Annual Meeting.

If you are a registered stockholder, you may change your vote by:

- entering a new vote via Internet or by telephone by 11:59 p.m. Eastern Time on June 7, 2017;
- returning a later-dated proxy card which must be received by the time of the Annual Meeting; or
- completing a written ballot in person at the Annual Meeting.

If you are a registered stockholder, you may revoke your proxy by providing our Corporate Secretary with a written notice of revocation prior to your shares being voted at the Annual Meeting. Such written notice of revocation should be hand delivered to Splunk's Corporate Secretary or mailed to and received by Splunk Inc. prior to the Annual Meeting at 270 Brannan Street, San Francisco, California 94107, Attention: Corporate Secretary.

If you are a street name stockholder, you may change your vote by:

- submitting new voting instructions to your broker, bank or other nominee pursuant to instructions provided by such broker, bank or other nominee; or
- completing a written ballot at the Annual Meeting; provided you have obtained a legal proxy from your broker, bank or other nominee giving you the right to vote the shares.

If you are a street name stockholder, you must contact your broker, bank or other nominee that holds your shares to find out how to revoke your proxy.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our Board. The persons named in the proxy have been designated as proxy holders. When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given, however, the shares will be voted in accordance with the recommendations of our Board as described above. If any matter not described in the proxy statement is properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote your shares. If the Annual Meeting is adjourned, the proxy holders can vote your shares on the new meeting date as well, unless you have properly revoked your proxy, as described above.

Why did I receive a notice regarding the availability of proxy materials on the Internet instead of a full set of proxy materials?

In accordance with the rules of the SEC, we have elected to furnish our proxy materials, including this proxy statement and our annual report to our stockholders, primarily via the Internet. On or about April 26, 2017, we mailed to our stockholders the Notice that contains instructions on how to access our proxy materials on the Internet, how to vote at the Annual Meeting, and how to request printed copies of the proxy materials and annual report. Stockholders may request to receive all future proxy materials in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of our annual meetings and keep our Annual Meeting process efficient.

What is a quorum?

A quorum is the minimum number of shares required to be present at the Annual Meeting for the meeting to be properly held under our Bylaws and Delaware law. The presence, in person or by proxy, of a majority of all issued and outstanding shares of common stock entitled to vote at the meeting will constitute a quorum at the meeting. A proxy submitted by a stockholder may indicate that all or a portion of the shares represented by the proxy are not being voted ("stockholder withholding") with respect to a particular matter. Similarly, a broker may not be permitted to vote stock ("broker non-vote") held in street name on a particular matter in the absence of instructions from the beneficial owner of the stock. See "How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?" below. The shares subject to a proxy that are not being voted on a particular matter because of either stockholder withholding or broker non-vote will count for purposes of determining the presence of a quorum. Abstentions are also counted in the determination of a quorum.

How many votes are needed for approval of each matter?

- *Proposal 1:* Each director nominee will be elected by a vote of the majority of the votes cast. A majority of the votes cast means the number of votes cast "For" such nominee's election exceeds the number of votes cast "Against" that nominee. You may vote "For," "Against," or "Abstain" with respect to each director nominee. Broker non-votes and abstentions will have no effect on the outcome of the election.

- *Proposal 2:* The ratification of the appointment of PricewaterhouseCoopers LLP must receive the affirmative vote of at least a majority of the shares present in person or by proxy at the meeting and entitled to vote thereon to be approved. You may vote “For,” “Against,” or “Abstain” with respect to this proposal. Abstentions are considered votes cast and thus will have the same effect as a vote “Against” the proposal. Broker non-votes, if any, will have no effect on the outcome of this proposal.
- *Proposal 3:* The advisory vote to approve the compensation of our named executive officers must receive the affirmative vote of at least a majority of the shares present in person or by proxy at the meeting and entitled to vote thereon to be approved. You may vote “For,” “Against,” or “Abstain” with respect to this proposal. Abstentions are considered votes cast and thus will have the same effect as votes “Against” the proposal. Broker non-votes will have no effect on the outcome of the vote. Because this vote is advisory only, it will not be binding on us or on our Board.

What happens if a director nominee who is duly nominated does not receive a majority vote?

The Board nominates for election or re-election as director only candidates who have tendered, in advance of such nomination, an irrevocable, conditional resignation that will be effective only upon both (i) the failure to receive the required vote at the next annual meeting of stockholders at which they face re-election and (ii) the Board’s acceptance of such resignation. In an uncontested election, the Board, after taking into consideration the recommendation of the Nominating and Corporate Governance Committee, will determine whether or not to accept the pre-tendered resignation of any nominee for director who receives a greater number of votes “Against” such nominee’s election than votes “For” such nominee’s election. In the event of a contested election, the director nominees who receive the largest number of votes cast “For” their election will be elected as directors.

How are proxies solicited for the Annual Meeting?

The Board is soliciting proxies for use at the Annual Meeting. All expenses associated with this solicitation will be borne by us. We will reimburse brokers or other nominees for reasonable expenses that they incur in sending these proxy materials to you, if a broker or other nominee holds your shares.

How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?

Brokerage firms and other intermediaries holding shares in street name for their customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker will have discretion to vote your shares on our sole “routine” matter—the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm. Your broker will not have discretion to vote on the other matters submitted for a vote absent direction from you as they are “non-routine” matters.

Is my vote confidential?

Proxy instructions, ballots, and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Splunk or to third parties, except as necessary to meet applicable legal requirements, to allow for the tabulation of votes and certification of the vote, or to facilitate a successful proxy solicitation.

Where can I find the voting results of the Annual Meeting?

We will disclose voting results on a Current Report on Form 8-K to be filed with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to include them in such Current Report on Form 8-K, we will file a Current Report on Form 8-K to publish preliminary results and will provide the final results in an amendment to the Current Report on Form 8-K as soon as final results become available.

I share an address with another stockholder, and we received multiple copies of the proxy materials. How may we obtain a single copy of the proxy materials?

Stockholders who share an address and receive multiple copies of our proxy materials can request to receive a single copy in the future. To receive a single copy of the Notice and, if applicable, the proxy materials, stockholders may contact us as follows:

Splunk Inc.
Attention: Investor Relations
270 Brannan Street
San Francisco, California 94107
(415) 848-8400

Stockholders who hold shares in street name may contact their brokerage firm, bank, broker-dealer or other similar organization to request information about householding.

STOCKHOLDER PROPOSALS

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at the next annual meeting of stockholders by submitting their proposals in writing to our Corporate Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for our 2018 annual meeting of stockholders, our Corporate Secretary must receive the written proposal at our principal executive offices not later than December 27, 2017. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Splunk Inc.
Attention: Corporate Secretary
270 Brannan Street
San Francisco, California 94107

Our Bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our Bylaws provide that the only business that may be conducted at an annual meeting is business that is (i) specified in our proxy materials with respect to such meeting, (ii) otherwise properly brought before the meeting by or at the direction of our Board, or (iii) properly brought before

the meeting by a stockholder of record entitled to vote at the annual meeting who has delivered timely written notice to our Corporate Secretary, which notice must contain the information specified in our Bylaws. To be timely for our 2018 annual meeting of stockholders, our Corporate Secretary must receive the written notice at our principal executive offices:

- not earlier than February 10, 2018; and
- not later than the close of business on March 12, 2018.

If a stockholder who has notified us of his or her intention to present a proposal at an annual meeting does not appear to present his or her proposal at such meeting, we are not required to present the proposal for a vote at such meeting.

Availability of Bylaws

A copy of our Bylaws may be obtained by accessing our filings on the SEC's website at www.sec.gov or on our investor website at <http://investors.splunk.com/governance.cfm>. You may also contact our Corporate Secretary at our principal executive offices for a copy of the relevant Bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

FISCAL 2017 ANNUAL REPORT AND SEC FILINGS

Our financial statements for the fiscal year ended January 31, 2017 are included in our Annual Report on Form 10-K, which was filed with the SEC and which we will make available to stockholders at the same time as this proxy statement. Our annual report and this proxy statement are posted on our website at www.splunk.com and are available from the SEC at its website at www.sec.gov. You may also obtain a copy of our annual report without charge by sending a written request to Investor Relations, Splunk Inc., 270 Brannan Street, San Francisco, California 94107.

* * *

The Board does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named in the enclosed proxy card will have discretion to vote shares they represent in accordance with their own judgment on such matters.

It is important that your shares be represented at the Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote by telephone or by using the Internet as instructed on the enclosed proxy card or execute and return, at your earliest convenience, the enclosed proxy card in the envelope that has also been provided.

THE BOARD OF DIRECTORS
San Francisco, California
April 26, 2017

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

FORM 10-K

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the Fiscal Year Ended: January 31, 2017

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission File Number: 001-35498

SPLUNK INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-1106510
(I.R.S. Employer
Identification No.)

270 Brannan Street
San Francisco, California 94107
(Address of principal executive offices)
(Zip Code)

(415) 848-8400
(Registrant's telephone number, including area code)

Securities Registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of shares of common stock held by non-affiliates of the registrant was \$5,154,380,131, based on the number of shares held by non-affiliates and the last reported sale price of the registrant's common stock on July 29, 2016 (the last business day of the registrant's most recently completed second fiscal quarter).

The number of shares outstanding of the Registrant's Common Stock as of March 21, 2017 was 138,246,501 shares.

Documents Incorporated by Reference

Portions of the registrant's definitive Proxy Statement for the 2017 Annual Stockholders' Meeting are incorporated by reference into Part III of this Annual Report on Form 10-K.

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PART I

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, including the sections entitled “Business,” “Risk Factors,” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. Statements that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements are often identified by the use of words such as, but not limited to, “anticipate,” “believe,” “can,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “project,” “seek,” “should,” “target,” “will,” “would” and similar expressions or variations intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements concerning the following:

- our future financial and operating results; including trends in and expectations regarding revenues, deferred revenue, billings, gross margins, operating income and the proportion of transactions that will be recognized ratably;
- market opportunity;
- expected benefits to customers and potential customers of our offerings, as well as our user-driven ecosystem;
- investment strategy, business strategy and growth strategy, including the use of acquisitions to expand our business;
- sales and marketing strategy, including our international sales strategy;
- management’s plans, beliefs and objectives for future operations;
- our ability to provide compelling and uninterrupted cloud services to our customers;
- expectations about competition;
- economic and industry trends or trend analysis;
- expectations about seasonality;
- revenue mix;
- use of non-GAAP financial measures;
- operating expenses, including changes in research and development, sales and marketing, and general and administrative expenses;
- sufficiency of cash to meet cash needs for at least the next 12 months;
- exposure to interest rate changes;
- inflation;
- anticipated income tax rates; and
- capital expenditures, cash flows and liquidity.

These statements represent the beliefs and assumptions of our management based on information currently available to us. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled “Risk Factors” included under Part I, Item 1A. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances that occur after the date of this report.

Item 1. Business

Overview

Splunk provides innovative software solutions that enable organizations to gain real-time operational intelligence by harnessing the value of their data. Our offerings enable users to collect, index, search, explore, monitor, correlate and analyze data regardless of format or source. Our offerings address large and diverse data sets commonly referred to as big data and are specifically tailored for machine data. Machine data is produced by nearly every software application and electronic device in an organization and contains a definitive, time-stamped record of various activities, such as transactions, customer and user activities, and security threats. Beyond an organization’s traditional information technology (“IT”) and security infrastructure, data from the Industrial Internet, including industrial control systems, sensors, SCADA systems, networks, manufacturing systems, smart meters and IoT which includes consumer -oriented systems, such as electronic wearables, mobile devices, automobiles and medical devices are also continuously generating machine data. Our offerings help organizations gain value from all of these different sources and forms of machine data.

Our mission is to make machine data accessible, usable and valuable to everyone in an organization. Our customers leverage our offerings for various use cases, including infrastructure and operations management, security and compliance, applications management and business analytics, and to provide insights into data generated by the Internet of Things (“IoT”) and industrial data, among many others. Our offerings are intended to help users in various roles, including IT, security and business professionals, quickly analyze their machine data and achieve real-time visibility into and intelligence about their organization’s operations. We believe this operational intelligence enables organizations to improve service levels, reduce operational costs, mitigate security risks, demonstrate and maintain compliance, and drive better business decisions. The result is an improved level of operational visibility enabling more informed business decisions that can provide greater efficiency, security and competitive advantage for our customers.

Our flagship product is Splunk Enterprise, a machine data platform, comprised of collection, indexing, search, reporting, analysis, alerting, monitoring and data management capabilities. Splunk Enterprise can collect and index petabytes of machine data daily, irrespective of format or source. Our machine data platform uses our patented data processing architecture that performs dynamic schema creation on the fly, enabling users to run queries on data without having to define or understand the structure of the data prior to collection and indexing. This is in contrast to traditional IT systems that require users to establish the format of their data prior to collection in order to answer a pre-set list of questions. Splunk Enterprise also enables customers to interactively explore, analyze and visualize data stored in data sources such as Hadoop and Amazon S3. Our technology delivers speed, scalability and advanced analytics including machine learning when processing massive amounts of machine data. Our software leverages improvements in the cost and performance of commodity computing and can be deployed in a wide variety of computing environments, from a single laptop to large globally distributed data centers as well as public, private and hybrid cloud environments.

Splunk Cloud delivers the core capabilities of Splunk Enterprise as a scalable, reliable cloud service. Splunk Cloud is available internationally and enables customers to gain Operational Intelligence without the investment of deploying, provisioning and managing software and infrastructure. Splunk Cloud can be used solely as a cloud service or via a hybrid approach that spans cloud and on-premises environments, in which a single Splunk interface can search both on-premises Splunk Enterprise instances as well as Splunk Cloud instances, providing a single-pane-of-glass that enables visibility across the customer’s entire IT environment.

Splunk Light provides log search and analysis that is designed, priced and packaged for small IT environments, where a single-server log analytics solution is sufficient, and accordingly the daily indexing volume is limited as compared to Splunk Enterprise. Splunk Light collects, indexes, monitors, reports and alerts on a customer’s log data in real time, and can be purchased through our online store or via our channel partners.

Our premium solutions are purpose-built to address key customer needs. Splunk premium solutions are sold separately and include:

- Splunk Enterprise Security - Addresses emerging security threats and security information and event management (“SIEM”) use cases through monitoring, alerts and analytics.
- Splunk IT Service Intelligence - Monitors the health and key performance indicators of critical IT and business services.
- Splunk User Behavior Analytics - Detects cyber-attacks and insider threats using data science, machine learning and advanced correlation.

We also complement the capabilities of Splunk Enterprise, Splunk Cloud and our premium solutions with additional content (“apps” and “add-ons”). These apps and add-ons, which are generally available for download from within our offerings, via our Splunkbase website or in our Splunk Cloud environment, provide functionality in the form of pre-built data inputs, workflows, searches, reports, alerts and dashboards that make it easier and faster for our customers to address specific use cases. Splunk, along with a number of third-party developers and customers, have developed hundreds of apps and add-ons for common data sources and valuable use cases in our core and adjacent markets. Many of these apps and add-ons are available as free downloads. Examples of apps that we and our partners have developed include:

- Splunk Analytics for Hadoop (formerly known as HUNK) - Allows customers to rapidly explore, analyze and visualize existing data in Hadoop. Splunk Analytics for Hadoop natively supports Apache Hadoop, Amazon EMR, Cloudera CDH, Hortonworks Data Platform, IBM InfoSphere BigInsights, MapR M-series and Pivotal HD distributions.
- Splunk App for AWS - Used to analyze over 15 AWS services and deliver critical end-to-end visibility across the AWS environment – helping to enable customers to ensure security and compliance, manage IT operations and optimize AWS cost in real-time.

- Splunk Stream - Used to capture, analyze and correlate network wire data to monitor operations and end-to-end transactions without manual instrumentation.
- DB Connect - Enables customers to get business and enterprise context such as customer, product and HR data from traditional relational databases using real-time integration.
- Palo Alto Networks App for Splunk - Enables Splunk users to gain visibility to Palo Alto Networks firewalls in order to perform incident analysis on correlated application and user activities across all network and security infrastructures from a real-time and historical perspective.

Splunk apps enable us to target new markets and address markets traditionally served by point solutions. Often, customers using apps results in expanded data indexing, usage, licensing and revenues for Splunk Enterprise and Splunk Cloud.

As part of our strategy to offer an open platform, we provide application programming interfaces (“APIs”), software development kits (“SDKs”) in major programming languages, and extensions for popular integrated development environments (“IDEs”) like Eclipse and Microsoft Visual Studio. These enable developers to build software that leverages Splunk Enterprise or Splunk Cloud as well as integrate with other parts of an organizations’ IT infrastructure.

Our online user community websites, Splunkbase and Splunk Answers, provide our customers with an environment to share apps, collaborate on the use of our software and provide community-based support. Additionally, our Splunk Dev portal allows developers to download SDKs, access API documentation and see sample code for building applications using our developer environment and tools. We believe this user-driven ecosystem results in greater use of our offerings and provides cost-effective marketing, increased brand awareness and viral adoption of our offerings.

Our offerings are designed to deliver rapid return-on-investment for our customers. They generally do not require customization, long deployment cycles or extensive professional services commonly associated with traditional enterprise software applications. Prospective users can get started with our free online sandboxes that enable our customers to immediately try and experience Splunk offerings. Users that prefer to deploy the software on-premises can take advantage of our free 60-day trial of Splunk Enterprise, which converts into a limited free perpetual license of up to 500 megabytes of data per day. Paying users can sign up for Splunk Cloud and avoid the need to provision, deploy and manage internal infrastructure. Alternatively, they can simply download and install the software, typically in a matter of hours, to connect to their relevant machine data sources. Customers can also provision a compute instance on AWS via a pre-built Amazon Machine Image, which delivers a pre-configured virtual machine instance with our Splunk Enterprise software. In fiscal 2017, we introduced free development-test licenses for certain commercial customers, allowing users to explore new data and use cases in a non-production environment without incurring additional fees. We also offer support, training and professional services to our customers to assist in the deployment of our software.

As of January 31, 2017, we had over 13,000 customers, including more than 85 of the Fortune 100 companies. Our Splunk Enterprise customers pay license fees generally based on their estimated peak daily indexing capacity needs. From time to time, our customers enter into transactions that are designed to enable broad adoption of our software across their entire organization, referred to as enterprise adoption agreements (“EAAs”). EAAs provide these customers with a flexible licensing model that provides the freedom to use our software beyond their original daily indexing capacity estimates and more predictable costs that can be budgeted over a multi-year period. Our Splunk Cloud customers pay an annual subscription fee based on the combination of the volume of data indexed per day and the amount of data they wish to store. For fiscal 2017, 2016 and 2015, our revenues were \$950.0 million, \$668.4 million and \$450.9 million, respectively, representing year-over-year growth of 42% for fiscal 2017 and 48% for fiscal 2016. Our net losses for fiscal 2017, 2016 and 2015 were \$355.2 million, \$278.8 million and \$217.1 million, respectively.

Our Growth Strategy

Our goal is to make Splunk the standard platform for delivering operational intelligence and real-time business insights from machine data. The key elements of our strategy are to:

Extend our technological capabilities. We intend to continue to invest heavily in product development to deliver additional features and performance enhancements, deployment models and solutions that can address new end markets. In particular, we intend to invest in our suite of cloud services to both deliver new capabilities as well as provide a cloud-first experience to our customers. We will continue to expand into adjacent products, services and technologies that enable organizations to further realize the value of their machine data across cloud and on-premises environments. Our investments may involve organic hiring and associated development, acquisitions and licensing of third party technology.

Continue to expand our direct and indirect sales organization, including our channel relationships, to increase our sales capacity and enable greater market presence. We will continue to increase investments in our sales and marketing

organizations to enable the acquisition of new customers as well as expansion within our current customer base. Our investments will be spread across geographies, customer tiers and industries. We will continue to invest in and foster the growth of our channel relationships, both inside and outside the United States, to enable greater leverage in our go-to-market investments. We will also expand go-to-market channels that enable new ways to consume our offerings.

Further penetrate our existing customer base and drive enterprise-wide adoption. We will continue to drive customer satisfaction and renewals by offering community, standard, enterprise and global support to ensure our customers' success with our offerings. We will continue to cultivate incremental sales from our existing customers through increased use of our offerings within organizations as well as consultative services that broaden the customer's awareness of our product and service capabilities. In particular, we will continue to seek to upsell increased indexing capacity to our existing customers for additional deployments and new use cases. We believe our existing customer base serves as a strong source of incremental revenues given the horizontal applicability of our offerings and the growing machine data volumes our customers experience. Our sales teams are responsible for securing new customers, obtaining renewals of existing contracts and increasing adoption of our software by existing customers.

Enhance our value proposition through a focus on solutions which address core and expanded use cases. We will continue to organize our go-to-market and product strategy around our customer use cases. We have invested in market groups in the Security, IT, Business Analytics and IoT areas. This approach includes offering capabilities, either in the form of platform features or premium solutions, which target both our core use cases as well as new use cases, as driven by our corporate strategy and customer demand. We believe premium solutions in particular will enable us to increase our market penetration, expand our addressable market opportunity and make our products a more targeted solution for specific challenges that our customers face across their organizations.

Grow our user communities and partner ecosystem to increase awareness of our brand, target new use cases, drive operational leverage and deliver more targeted, higher value solutions. We believe our user community has the potential to provide significant operating leverage by delivering apps that extend the Splunk platform into new use cases. We will continue to invest in business development initiatives in order to add additional OEM and strategic relationships to enable new sales channels for our offerings as well as extend our product integrations with third-party products. In addition, once these relationships have been established, we expect that OEM vendors and managed service providers will continue to invest in and create customized application functionality based on our platform.

Continue to deliver a rich developer environment to enable rapid development of enterprise applications that leverage machine data and the Splunk platform. We intend to continue our investments in SDKs and APIs that help software developers leverage the Splunk platform. Our SDKs enable developers to build solutions that deeply integrate the analytics functionality of these offerings as well as access data stored in data indexes. Through our investments in SDKs and APIs, we intend to promote and extend the capabilities of our offerings to customers who wish to build sophisticated applications and interfaces that leverage our software and services.

Pricing

We price our offerings primarily on the amount of data indexed, namely the maximum aggregate volume of uncompressed data indexed on a daily basis, expressed in gigabytes, terabytes or petabytes per day. Once a data ingestion license is purchased, there is no limit or additional costs based on other product usage elements nor the customer's preferred deployment size or model. Our Splunk Cloud and Splunk Light Cloud customers generally pay an annual subscription fee based on the combination of the volume of data indexed per day and the amount of data they wish to store.

For organizations that choose to standardize on Splunk software as their enterprise-wide platform for machine data, we offer EAAs, which provide our customers with a flexible licensing model and the freedom to use our software beyond their purchased license capacity. EAAs are designed to benefit organizations of any size, from small and midsize businesses to Fortune 100 companies and provide customers with more predictable costs that can be budgeted over a multi-year period as well as enable expansion to new use cases without penalty or cost.

Some of our offerings address markets where other pricing models may be prevalent. Splunk Analytics for Hadoop, which delivers analytics in the Hadoop market, is priced by the number of TaskTracker Nodes (Compute Nodes in YARN) in the respective Hadoop cluster. The pricing of Splunk User Behavior Analytics, which helps detect cyber-attacks and insider threats using data science, machine learning and advanced correlation, is based on the number of monitored user and system accounts.

Splunk Technology

Key Technologies

We believe our investments in our products and key technologies provide significant competitive differentiation. Our key technologies are architected to support large volumes of machine data at a massive scale with minimal overhead. Our platform is highly flexible and is able to collect and index large amounts of heterogeneous data formats, from physical, virtual and/or cloud environments.

Schema-on-the-fly. Our products collect and index data irrespective of source and format. Rather than requiring that data be input in a pre-defined structure, our schema-on-the-fly technology creates structure as data is being searched, allowing users to ask new and different questions at any time without having to re-architect a schema as would be required in a relational database. Our technology builds a schema at read time, rather than write time, and does not require pre-defined knowledge about the data it is processing. Using our technology, different users can run a variety of queries, regardless of changes in format of the data being input into the system.

Machine data platform. Our products enable users to process machine data no matter the infrastructure topology, from a single machine to a globally distributed, virtualized IT infrastructure. This machine data platform allows customers to address the complexities of handling massive amounts of real-time, dynamic, heterogeneous machine data. Our APIs enable users to forward data from our software to other parts of their IT network, creating a machine data platform across the organization irrespective of whether the data is used by our products for analysis and reporting or as a conduit to other systems.

Search processing language. Our proprietary search processing language is specifically designed for working with machine data. Our search language supports arithmetic operations to refine searches and conduct calculations with the results of a query in real time. Statistical and reporting commands native to our search language let users perform more robust calculations and analytics. Our software can also learn about the structure of the machine data through the searches users conduct, allowing users to utilize the machine data structure and knowledge garnered by previous Splunk searches. Our software includes acceleration technology that delivers high performance for analytical operations across terabytes or petabytes of data, such as identifying rare terms and performing aggregation operations.

Machine Learning. The Splunk Machine Learning Toolkit allows our customers to apply machine learning analytics to better predict and help prevent IT, security and IoT incidents, and can also be used to forecast key business indicators. Machine learning embedded in our software offers customers advanced analytics as an integrated, turnkey part of IT and security use cases.

Splunk Enterprise and Splunk Cloud

Features and Functionality

Our Splunk Enterprise platform contains the following features and functionalities, while Splunk Cloud delivers the core capabilities of Splunk Enterprise as a cloud service.

Universally collect, index, store and archive any machine data, from any source. Splunk Enterprise processes machine data in real time from any source, format or location. This includes streaming data generated by websites, applications, servers, networks, sensors and mobile devices.

Search and investigate. Splunk Enterprise allows users to search real-time and historical machine data simultaneously.

User-friendly interface. Splunk Enterprise uses a customizable interface that enables users to understand and adopt the product. The user interface also provides productivity features, such as type-ahead and contextual help to accelerate adoption and usage.

Knowledge store. Users can store knowledge about events, fields, transactions, patterns, statistics and key-value pairs so others who utilize the Splunk instance can leverage this information.

Monitor and alert. Users can save searches so they can be run automatically to raise real-time alerts that trigger actions such as sending emails, running scripts, or posting to an RSS feed.

Report and analyze. Users can create ad hoc reports on real-time and historical data to analyze business and IT data trends.

Custom dashboards and views. Splunk Enterprise enables users to create custom dashboards that integrate multiple charts and views of real-time and historical data for different users and roles.

Data models and pivot. Splunk Enterprise enables users to build data models that describe relationships in the underlying machine data, making it more meaningful and usable. Non-technical users can generate charts, visuals and dashboards using the pivot interface, without the need to master the Splunk Search Processing Language.

Developer platform. Splunk Enterprise includes a rich developer environment. The Splunk Web Framework enables developers to use the tools and languages they know, such as JavaScript, to build Splunk apps with custom dashboards, a flexible UI and custom data visualizations. SDKs for Java, JavaScript, C#, Python, PHP and Ruby enable rapid integration between Splunk Enterprise to other applications and systems to maximize the value of our customers' data.

Role-based access controls. Splunk Enterprise incorporates role-based access controls and authentication, integrated with existing enterprise-wide security policies, to help secure the data stored within our indexes as well as control users' activities in our software.

Technology Architecture

For our Splunk platform, the technology architecture contains a number of important components:

Collection. Our Splunk platform collects machine data from many disparate sources across a distributed environment deployed on-premises, or in public and private clouds. This includes servers, network devices, desktop and laptop computers, mobile devices and various other systems that organizations have deployed to support their operations. Our products act as a recording mechanism, collecting, storing and making available all of the machine data that they index and store. Splunk offers a Universal Forwarder and other data ingestion tools that can be deployed on various data sources to facilitate the reliable collection of machine data.

Indexing. Our proprietary universal indexing technology enables real-time indexing of any data collected regardless of its source or format and without the use of any specific parsers or data connectors. Our Splunk platform indexes the data and stores the data in a scalable storage format, which can reside on commodity servers and storage devices. In the case of Splunk Cloud, data is stored securely in our cloud service, which we host on Amazon Web Services.

Search. Our Splunk platform enables users to search massive amounts of machine data that have been indexed and stored. At its most basic level, the search engine at the core of our Splunk platform allows users to type and search for keywords or data fields that are of interest. This foundational capability forms the basis for deriving business insights from our dashboards and customized views. Users can leverage our search language and functionality to filter through indexed data and refine search results to obtain more precise information. Splunk also provides event pattern detection to allow users to detect meaningful patterns in their machine data, regardless of data source or type.

Core functions. Our Splunk platform's core functionality includes alerts, access control, statistics, correlation and predictive capabilities. With our software's granular, role-based access control, an administrator can manage various aspects of a given user's search including the data to which the user has access, as well as what portions of the data may be visible in results. Search results and reports can be defined according to a particular user's business function and level of access. Different users can see completely different views on the same data, depending on what is important to them.

Archive to Hadoop and Amazon S3. Splunk Enterprise customers can archive historical data to Hadoop or Amazon S3 for low-cost storage as a standard feature. Customers can gain new insights with distributed search queries that correlate real-time data from Splunk Enterprise with historical data stored in Hadoop or Amazon S3.

SDKs and APIs. Our SDKs allow third-party software developers to build enterprise applications on top of our software using popular programming languages such as Java, JavaScript, C#, Python, PHP and Ruby. Our APIs allow users to access the machine data stored within the Splunk platform instance as well as access our machine data engine functionality from third-party software.

App Development Environment. We provide the ability for users and third party developers to create apps with custom dashboards, flexible UI components and custom data visualizations using freely available components and templates, as well as common development languages and frameworks, such as JavaScript and Python.

Splunk Product Deployments

Splunk Enterprise and Splunk Light can be deployed on-premises and in public or private clouds. Splunk Cloud delivers the core capabilities of Splunk Enterprise as a cloud service. Taking Splunk Enterprise and Splunk Cloud together,

customers utilizing a hybrid deployment model can have a single centralized view and location-independent use across cloud and on-premises environments.

For Splunk Enterprise deployments, our software can be deployed in a variety of environments ranging from a single server to globally distributed enterprise IT environments handling petabytes of data per day. Our customers can deploy Splunk Enterprise on-premises, in the cloud, in virtualized server and storage environments or in hybrid IT environments. Our customers can use Splunk forwarders, indexers, and search heads to create a machine data platform that allows for the efficient, secure and real-time collection and indexing of machine data regardless of network, data center or IT infrastructure topology.

This distributed machine data processing architecture provides near-linear scalability, resulting in the ability to index and search across massive data volumes. Our Splunk platform can operate in a single data center or across multiple data centers both inside and outside an organization, and all from a single user interface. This architecture also allows for flexible deployment of hardware, as commodity hardware can be added as needed.

Splunk Light provides log search and analysis for small IT environments and can be purchased as a cloud service or limited to deployment on a single server. It does not contain the enterprise deployment features, such as high availability or clustering found in our Splunk Enterprise product. This simplifies deployment and provides fast time to value for the targeted log search and analysis use case within small IT environments.

Services

While users can easily download, install and deploy Splunk software on their own, certain enterprise customers that have large, highly complex IT environments or deployment requirements may choose to leverage our customer support and professional services organization. Many users leverage the community-based support of Splunk Apps and Add-ons and Splunk Answers before engaging with our customer support or services organizations. Some of our certified partners also provide limited, first level support and professional services before a customer reaches out to our internal Splunk customer support and professional services teams.

Maintenance and Customer Support

Our customers typically purchase one year of software maintenance and support as part of their initial purchase of our products, with an option to renew their maintenance agreements. These maintenance agreements provide customers the right to receive unspecified software updates, maintenance releases and patches, and access to our technical support services during the term of the agreement.

We maintain a customer support organization that offers multiple service levels for our customers based on their needs. Enterprise or Global support customers receive 24x7x365 access to subject matter experts for critical issues, direct telephone support, access to online support and software upgrades. Additionally, Global support provides a designated resource to manage the account and quarterly reviews of the customer's deployments. Our customer support organization has global capabilities, delivering support with deep expertise in our software, complex IT environments and associated third party infrastructure.

Training Services

We offer training services to our customers and channel partners through our education and training organization. We have also implemented a comprehensive training certification program to ensure an understanding of our offerings.

Professional Services

We provide consulting and implementation services to customers through our professional services team. They are typically utilized by large enterprises looking to deploy our software across their large, disparate and complex IT infrastructure. We generally provide these services at the time of initial installation to help the customer with configuration and implementation. Given our software's ease-of-use, our professional services engagements are typically short in duration and last from a few days to up to several weeks.

Partner and Developer Ecosystem

We have OEM relationships with a select group of third parties who integrate our software into their product offerings to provide additional reporting, monitoring and analytic capabilities within their own products. With respect to our OEM relationships, we provide a limited use license to expose certain data and analytics functionalities in their products, for which they generally pay us a royalty based on units shipped.

We engage with managed service providers, who offer services based on our software, such as for security, PCI compliance and log management. These services are typically offered on a subscription basis, for which we are paid license fees typically based on daily indexing volume.

We have also established relationships with several leading technology companies to build Splunk apps that allow users to capture data and gain insights into those parties' respective products. Several technology providers offer apps for free via the Splunkbase website. These apps typically consist of collections of reports, dashboards and data extractions which put our software in context for users of those specific technologies and allow them to easily and quickly understand the performance of their IT systems or correlate this data with other data sources.

We offer a developer license that allows third-party developers to build software using our existing developer framework and we have published information about our APIs to enable developers to build new user interfaces on top of our platform. We are creating additional SDKs based on various programming languages to make our software more extensible and allow developers to build applications and services that extend its functionality.

Splunk Communities

Our online communities provide us with a growing network of active users who promote the usage of our software and provide technical support to each other.

Our online communities include Splunkbase, our apps repository, Splunk Answers, our community collaboration site, and Splunk Dev, where developers can download SDKs, access API documentation and see sample code for building applications using our developer environment and tools. We also maintain active communities on leading social internet platforms, including Facebook, Twitter and LinkedIn.

Splunk Apps and Add-ons. Users and partners contribute and share custom apps and add-ons that run on our software. Generally, these apps provide pre-built functionality that addresses specific use cases. Currently, we have hundreds of apps available for download on the Splunkbase website. We do not receive any revenues from the sale of apps by third-party application providers, and most apps posted to Splunkbase are free. Partner apps listed on Splunkbase that are not free are licensed directly by the third party to the end user.

Splunk Answers. Users ask questions in an online community forum and share best practices about how to build searches, create data visualizations and configure and deploy our software. While our product, support, engineering and professional services teams participate in the Splunk Answers forum, during fiscal 2017, approximately 80% of questions appearing on Splunk Answers were answered by non-Splunk personnel, largely the result of a growing, active user community.

Splunk Dev. In addition to documentation about the Splunk APIs and SDKs, our developer portal contains documentation about best practices for building machine data output into third-party software.

We also promote and support offline meetings for our community, including regional user group meetings and an annual user conference.

Sales and Marketing

Our sales and marketing organizations work together closely to drive market awareness, build a sales pipeline, and cultivate customer relationships to drive revenue growth.

Sales

We sell our offerings through direct field sales, direct inside sales and indirect channel sales. We gather prospects through a broad range of marketing programs and events, and through users who either download our trial software from our website or sign up for our online sandboxes or cloud services. Our sales development and inside sales teams handle lead qualifications and in addition, the latter supports smaller transactions. Larger or more complex transactions are handled by our globally distributed direct field sales teams. Our sales engineers help define customer use cases and pre-sales qualification and evaluation.

We maintain a distributor and reseller network, or channel, which often co-sells with our field sales organization. Our channel assists us by sourcing new prospects through leveraging their deep customer relationships, providing technical support to existing customers, upselling for additional use cases and daily indexing capacities and maintenance renewals. Our Splunk Partner+ Program is a value-based model which allows partners to capture margins based upon the value they are delivering to specific opportunities. Our channel expands our geographic sales reach worldwide, particularly in key international markets such as the United Kingdom, Germany, Japan and China. As of January 31, 2017, we had over 700 channel relationships

worldwide. Historically, the majority of EMEA and APAC sales have been fulfilled through channel partners and we expect this trend to continue.

In addition to acquiring new customers, our sales teams are responsible for securing renewals of existing contracts as well as increased adoption of our offerings by existing customers. To accomplish this, our field and inside sales teams work closely with our customers to drive expanded licenses through higher capacity or upgrades and additional use cases within existing customers. Our field sales teams are organized geographically across the Americas, EMEA and APAC. We intend to invest in our sales organization and channel to drive greater market penetration in the Americas, EMEA and APAC. We also have a dedicated sales team focused on government customers, which includes United States federal, state and local government entities. For fiscal 2017, 2016 and 2015, our revenues from our international operations represented 24%, 25% and 24% of total revenues, respectively. For additional information regarding our revenues and property and equipment by geographic location, see Note 9 to our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K.

Marketing

We focus our marketing efforts on increasing Splunk's brand and awareness, driving viral adoption, communicating product advantages and business benefits, and generating leads for our sales force and channel partners. We market our offerings as a targeted solution for specific use cases and as an enterprise solution for machine data. We engage with existing customers to provide community-based education and awareness and to promote expanded use of our software within these customers. We host SplunkLive! events across our sales regions to engage with both existing customers and new prospects as well as deliver product training. We host an annual worldwide user conference (".conf") and multiple partner conferences as other ways to support the Splunk community to foster collaboration and help our customers drive further business results from our software.

Research and Development

We invest substantial resources in research and development to enhance our offerings, develop new end market specific solutions and apps, conduct software and quality assurance testing and improve our core technology. Our technical staff monitors and tests our software on a regular basis, and we maintain a regular release process to refine, update, and enhance our existing offerings.

Research and development expense totaled \$295.9 million, \$215.3 million and \$150.8 million for fiscal 2017, 2016 and 2015, respectively.

Intellectual Property

We rely on patent, trademark, copyright and trade secret laws, confidentiality procedures and contractual provisions to protect our technology and intellectual property rights. The nature and extent of legal protection of our intellectual property rights depends on, among other things, its type and the jurisdiction in which it arises. We believe that our intellectual property rights are valuable and important to our business.

We retain ownership of software we develop. All software is licensed to users and primarily provided in object code or as a cloud service pursuant to either shrink-wrap, embedded or on-line licenses, or signed license agreements. These agreements generally contain restrictions on duplication, disclosure and transfer. We are currently unable to measure the full extent of unauthorized use of our software. We believe, however, that such unauthorized use is and can be expected to be a persistent problem that negatively impacts our revenue and financial results.

Despite our efforts to protect our intellectual property rights, they may not be successfully asserted in the future or may be invalidated, circumvented or challenged. In addition, the laws of various foreign countries where our offerings are distributed may not protect our intellectual property rights to the same extent as laws in the United States. For additional information regarding risks related to our intellectual property, see Item 1A, "Risk Factors," of this Annual Report on Form 10-K.

Customers

Our customer base has grown from approximately 450 customers at the end of fiscal 2008 to over 13,000 customers in more than 110 countries, including more than 85 of the Fortune 100 companies, as of January 31, 2017. We exclude users of our trial software from our customer count. We provide offerings to customers of varying sizes, including enterprises, educational institutions and government agencies. No individual customer represented greater than 10% of our total revenues in fiscal 2017, 2016 or 2015. One channel partner represented 28% and a second channel partner represented 16% of our total revenues in fiscal 2017. Our current customer base spans numerous industry verticals, including cloud and online services; education; financial services; government; healthcare/pharmaceuticals; industrials/manufacturing; media/entertainment; retail/ecommerce; technology and telecommunications.

Backlog and Seasonality

For additional information regarding our backlog and the seasonality in the sale of our offerings, see Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Seasonality, Cyclicity and Quarterly Trends” of this Annual Report on Form 10-K.

Competition

We compete against a variety of large software vendors and smaller specialized companies, open source projects and custom development efforts, which provide solutions in the specific markets we address. Our principal competitors include:

- IT departments of potential customers which have undertaken custom software development efforts to analyze and manage their machine data;
- companies targeting the big data market by commercializing open source software, such as the various Hadoop distributions and NoSQL data stores, including Elastic;
- security, systems management and other IT vendors, including BMC Software, CA Technologies, Hewlett Packard Enterprise, IBM, Intel, Microsoft, Dell Software and VMware;
- business intelligence vendors, analytics and visualization vendors, including IBM and Oracle; and
- cloud service providers, as well as small, specialized vendors that provide complementary or competitive solutions in enterprise data analytics, log aggregation and management, data warehousing and big data technologies that may compete with our offerings.

The principal competitive factors in our markets are product features, performance and support, product scalability and flexibility, ease of deployment and use, total cost of ownership and time to value. We believe that we generally compete favorably on the basis of these factors. For example, Splunk Enterprise, Splunk Cloud, Splunk Light and our premium solutions all contain rich feature sets that reduce costly deployment cycles typically associated with enterprise software.

Some of our actual and potential competitors have advantages over us, such as longer operating histories, significantly greater financial, technical, marketing or other resources, stronger brand and business user recognition, larger intellectual property portfolios, broader global distribution and presence, and competitive pricing. In addition, our industry is evolving rapidly and is becoming increasingly competitive. Larger and more established companies may focus on operational intelligence and could directly compete with us. Companies may develop open source based alternatives that, customers may conclude, offer equivalent or superior functionality to our Splunk offerings. Smaller companies could also launch new offerings that we do not offer and that could gain market acceptance quickly.

Employees

As of January 31, 2017, we had over 2,700 employees. None of our United States employees is represented by a labor union with respect to his or her employment with us. Employees in certain European countries have the benefits of collective bargaining arrangements at the national level. We have not experienced any work stoppages.

Corporate Information

Our principal executive offices are located at 270 Brannan Street, San Francisco, California 94107, and our telephone number is (415) 848-8400. We were incorporated in California in October 2003 and were reincorporated in Delaware in May 2006.

Our website is located at www.splunk.com and our investor relations website is located at <http://investors.splunk.com>. The information posted on our website is not incorporated into this Annual Report on Form 10-K. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge on our investor relations website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. You may also access all of our public filings through the SEC’s website at www.sec.gov. Further, a copy of this Annual Report on Form 10-K is located at the SEC’s Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases, as part of our investor relations website. The contents of these websites are not intended to be incorporated by reference into this report or in any other report or document we file.

Item 1A. Risk Factors

Our operations and financial results are subject to various risks and uncertainties including those described below. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, also may become important factors that affect us. If any of the following risks or others not specified below materialize, our business, financial condition and results of operations could be materially adversely affected. In that case, the trading price of our common stock could decline.

Our future operating results may fluctuate significantly, and our recent operating results may not be a good indication of our future performance.

Our revenues and operating results could vary significantly from period to period as a result of various factors, many of which are outside of our control. For example, we have historically generated a majority of our revenues from perpetual license agreements, whereby we generally recognize the license fee portion of the arrangement upfront, assuming all revenue recognition criteria are satisfied. Our customers also have the choice of entering into agreements for term licenses and/or our cloud services for use of our software, whereby the fee is recognized ratably over the term of the agreement, and, in combination with our introduction of enterprise adoption agreements, or transactions that are designed to enable broad adoption of our software within an enterprise, we have seen the proportion of our transactions where revenues will be recognized ratably generally increase as a percentage of total transactions. While at the beginning of each quarter, we do not know the ratio between transactions that will be recognized upfront and those that will be recognized ratably that we will enter into during the quarter, we anticipate that the proportion of ratably recognized transactions will continue to generally increase over the near term. In the fourth quarter of fiscal 2017, the percentage of license and cloud transactions that will be recognized ratably was 45%. As a result, our operating results and business model could be significantly impacted by unexpected shifts in the ratio between transactions that will be recognized upfront and those that will be recognized ratably. In addition, the size of our licenses varies greatly, and a single, large perpetual license in a given period could distort our operating results. The timing and size of large transactions are often hard to predict in any particular period. Further, a portion of revenue recognized in any given quarter is a result of ratably recognized agreements entered into during previous quarters, including maintenance and support agreements. Consequently, a decline in business from ratably recognized agreements or maintenance and support agreements in any quarter may not be reflected in our revenue results for that quarter. Any such decline, however, will negatively affect our revenues in future quarters. Accordingly, the effect of downturns in sales and market acceptance of our offerings may not be fully reflected in our results of operations until future periods. Comparing our revenues and operating results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance.

We may not be able to accurately predict our future revenues or results of operations. In particular, approximately half of the revenues we currently recognize each quarter has been attributable to sales made in that same quarter with the balance of the revenues being attributable to sales made in prior quarters in which the related revenues were not recognized upfront. As a result, our ability to forecast revenues on a quarterly or longer-term basis is extremely limited. We base our current and future expense levels on our operating plans and sales forecasts, and our operating costs are expected to be relatively fixed in the short-term. As a result, we may not be able to reduce our costs sufficiently to compensate for an unexpected shortfall in revenues, and even a small shortfall in revenues could disproportionately and adversely affect our financial results for that quarter.

In addition to other risk factors described elsewhere in this “Risk Factors” section, factors that may cause our financial results to fluctuate from quarter to quarter include:

- the timing of our sales during the quarter, particularly because a large portion of our sales occur toward the end of the quarter, or the loss or delay of a few large contracts;
- the mix of revenues attributable to larger transactions as opposed to smaller transactions and the impact that a change in mix may have on the overall average selling price of our offerings;
- the mix of revenues attributable to perpetual licenses and term licenses, subscriptions, enterprise adoption agreements, maintenance and professional services and training, which may impact our revenue, deferred revenue, billings, gross margins and operating income;
- the renewal and usage rates of our customers;
- changes in the competitive dynamics of our market;

- changes in customers' budgets and in the timing of their purchasing decisions;
- customers delaying purchasing decisions in anticipation of new offerings or software enhancements by us or our competitors;
- customer acceptance of and willingness to pay for new versions of our offerings or new solutions for specific product and end markets;
- our ability to successfully introduce and monetize new offerings and licensing and service models for our new offerings;
- our ability to control costs, including our operating expenses;
- the amount and timing of our stock-based compensation expenses;
- changes in accounting standards, particularly those related to revenue recognition;
- the timing of satisfying revenue recognition criteria;
- our ability to qualify and successfully compete for government contracts;
- the collectability of receivables from customers and resellers, which may be hindered or delayed;
- the removal of metered license enforcement via our software, which could lead to customers delaying renewal or purchasing decisions; and
- general economic and political conditions and uncertainty, both domestically and internationally, as well as economic and political conditions and uncertainty specifically affecting industries in which our customers participate.

Many of these factors are outside our control, and the variability and unpredictability of such factors could result in our failing to meet or exceed our financial expectations for a given period. We believe that quarter-to-quarter comparisons of our revenues, operating results and cash flows may not necessarily be indicative of our future performance.

The market for our offerings is new and unproven and may not grow.

We believe our future success will depend in large part on the growth, if any, in the market for offerings that provide operational intelligence, particularly from machine data. We market our offerings as targeted solutions for specific use cases and as an enterprise solution for machine data. In order to grow our business, we intend to expand the functionality of our offerings to increase their acceptance and use by the broader market as well as develop new offerings. It is difficult to predict customer adoption and renewal rates, customer demand for our offerings, the size and growth rate of this market, the entry of competitive products or the success of existing competitive products. Any expansion in our market depends on a number of factors, including the cost, performance and perceived value associated with our offerings. If our offerings do not achieve widespread adoption or there is a reduction in demand for products in our market caused by a lack of customer acceptance or expansion, technological challenges, decreases in accessible machine data, competing technologies and products, pricing pressure, decreases in corporate or information technology spending, weakening economic conditions, or otherwise, it could result in reduced customer orders, early terminations, reduced renewal rates or decreased revenues, any of which would adversely affect our business operations and financial results. We believe that these are inherent risks and difficulties in this new and unproven market.

We have a short operating history, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.

We have a short operating history, which limits our ability to forecast our future operating results and subjects us to a number of uncertainties, including our ability to plan for and model future growth. We have encountered and will continue to encounter risks and uncertainties frequently experienced by growing companies in developing industries. If our assumptions regarding these uncertainties, which we use to plan our business, are incorrect or change in reaction to changes in our markets, or if we do not address these risks successfully, our operating and financial results could differ materially from our expectations and our business could suffer. Moreover, although we have experienced rapid growth historically, we may not continue to grow

as rapidly in the future. Any success that we may experience in the future will depend in large part on our ability to, among other things:

- improve the performance and capabilities of our offerings and technology and architecture through research and development;
- continue to develop, enhance, expand adoption of and globally deliver our cloud services, including Splunk Cloud, and comply with applicable laws in each jurisdiction in which we offer such services;
- successfully develop, introduce and expand adoption of new offerings;
- acquire new customers and increase revenues from existing customers through increased or broader use of our offerings within their organizations;
- successfully expand our business domestically and internationally;
- maintain and expand our customer base and the ways in which our customers use our offerings;
- successfully compete with other companies, open source projects and custom development efforts that are currently in, or may in the future enter, the markets for our offerings;
- successfully provide our customers a compelling business case to purchase our offerings in a time frame that matches our and our customers' sales and purchase cycles and at a compelling price point;
- respond timely and effectively to competitor offerings and pricing models;
- appropriately price our offerings;
- manage the costs of providing our cloud services;
- generate leads and convert users of the trial versions of our offerings to paying customers;
- prevent users from circumventing the terms of their licenses and subscriptions;
- continue to invest in our platform to deliver additional enhancements and content for our offerings and to foster an ecosystem of developers and users to expand the use cases of our offerings;
- maintain and enhance our website and cloud services infrastructure to minimize interruptions when accessing our offerings;
- process, store and use our employees, customers' and other third parties' data in compliance with applicable governmental regulations and other legal obligations related to data privacy, data protection, data transfer, data residency, encryption and security;
- hire, integrate and retain world-class professional and technical talent; and
- successfully integrate acquired businesses and technologies.

If we fail to address the risks and difficulties we face, including those described elsewhere in this "Risk Factors" section, our business will be adversely affected and our business operations and financial results will suffer.

If we fail to effectively manage our growth, our business and operating results could be adversely affected.

Although our business has experienced significant growth, we cannot provide any assurance that our business will continue to grow at the same rate or at all. We have experienced and may continue to experience rapid growth in our headcount and operations, which has placed and will continue to place significant demands on our management and our operational and financial infrastructure. As of January 31, 2017, approximately 30% of our workforce had been employed by us for less than one year. As we continue to grow, we must effectively integrate, develop and motivate a large number of new employees, while maintaining the effectiveness of our business execution and the beneficial aspects of our corporate culture. In particular, we

intend to continue to make directed and substantial investments to expand our research and development, sales and marketing, and general and administrative organizations, as well as our international operations.

To effectively manage growth, we must continue to improve our operational, financial and management controls, and our reporting systems and procedures by, among other things:

- improving our key business applications, processes and IT infrastructure to support our business needs;
- enhancing information and communication systems to ensure that our employees and offices around the world are well-coordinated and can effectively communicate with each other and our growing base of customers and channel partners;
- enhancing our internal controls to ensure timely and accurate reporting of all of our operations and financial results; and
- appropriately documenting our IT systems and our business processes.

These systems enhancements and improvements will require significant capital expenditures and allocation of valuable management and employee resources. If we fail to implement these improvements effectively, our ability to manage our expected growth, ensure uninterrupted operation of key business systems and comply with the rules and regulations that are applicable to public reporting companies will be impaired. Additionally, if we do not effectively manage the growth of our business and operations, the quality of our offerings could suffer, which could negatively affect our brand, financial results and overall business.

We face intense competition in our markets, and we may be unable to compete effectively for sales opportunities.

Although our offerings target the new and emerging market for software and cloud services that provide operational intelligence, we compete against a variety of large software vendors and smaller specialized companies, open source projects and custom development efforts, which provide solutions in the specific markets we address. Our principal competitors include:

- IT departments of potential customers which have undertaken custom software development efforts to analyze and manage their machine data;
- companies targeting the big data market by commercializing open source software, such as the various Hadoop distributions and NoSQL data stores, including Elastic;
- security, systems management and other IT vendors, including BMC Software, CA Technologies, Hewlett Packard Enterprise, IBM, Intel, Microsoft, Dell Software and VMware;
- business intelligence vendors, analytics and visualization vendors, including IBM and Oracle; and
- cloud service providers, as well as small, specialized vendors that provide complementary and competitive solutions in enterprise data analytics, log aggregation and management, data warehousing and big data technologies that may compete with our offerings.

The principal competitive factors in our markets include features, performance and support, scalability and flexibility, ease of deployment and use, total cost of ownership and time to value. Some of our actual and potential competitors have advantages over us, such as longer operating histories, significantly greater financial, technical, marketing or other resources, stronger brand and business user recognition, larger intellectual property portfolios, broader global distribution and presence and more developed ecosystems of partners and skilled users. Further, competitors may be able to offer products or functionality similar to ours at a more attractive price than we can, such as by integrating or bundling their software products with their other product offerings. In addition, our industry is evolving rapidly and is becoming increasingly competitive. Larger and more established companies may focus on operational intelligence and could directly compete with us. For example, companies may commercialize open source software, such as Hadoop or Elasticsearch, in a manner that competes with our offerings or causes potential customers to believe that such product and our offerings perform the same function. If companies move a greater proportion of their data and computational needs to the cloud, new competitors may emerge that offer services comparable to ours or that are better suited for cloud-based data, and the demand for our offerings may decrease. Smaller companies could also launch new products and services that we do not offer and that could gain market acceptance quickly.

In recent years, there have been significant acquisitions and consolidation by and among our actual and potential competitors. We anticipate this trend of consolidation will continue, which will present heightened competitive challenges to our business. In particular, consolidation in our industry increases the likelihood of our competitors offering bundled or integrated products, and we believe that it may increase the competitive pressures we face with respect to our offerings. If we are unable to differentiate our offerings from the integrated or bundled products of our competitors, such as by offering enhanced functionality, performance or value, we may see decreased demand for those offerings, which would adversely affect our business operations, financial results and growth prospects. Further, it is possible that continued industry consolidation may impact customers' perceptions of the viability of smaller or even medium-sized software firms and consequently their willingness to use software solutions from such firms. Similarly, if customers seek to concentrate their software license purchases in the product portfolios of a few large providers, we may be at a competitive disadvantage regardless of the performance and features of our offerings. We believe that in order to remain competitive at the large enterprise level, we will need to develop and expand relationships with resellers and large system integrators that provide a broad range of products and services. If we are unable to compete effectively, our business operations and financial results could be materially and adversely affected.

Because our business substantially depends on sales of licenses, maintenance and services related to one software product, failure of this offering to satisfy customer demands or to achieve increased market acceptance would adversely affect our results of operations, financial condition and growth prospects.

Although we have several software and services offerings, our business substantially depends on, and we expect our business to continue to substantially depend on, sales of licenses, maintenance and services related to Splunk Enterprise. As such, the market acceptance of Splunk Enterprise is critical to our continued success. Demand for Splunk Enterprise is affected by a number of factors beyond our control, including continued market acceptance of Splunk Enterprise by referenceable accounts for existing and new use cases, the timing of development and release of new products by our competitors, technological change, and growth or contraction in our market. We expect the proliferation of machine data to lead to an increase in the data analysis demands of our customers, and our offerings may not be able to scale and perform to meet those demands or may not be chosen by users for those needs. If we are unable to continue to meet customer demands or to achieve more widespread market acceptance of Splunk Enterprise, our business operations, financial results and growth prospects will be materially and adversely affected.

We have a history of losses, and we may not be profitable in the future.

We have incurred net losses in each year since our inception. As a result, we had an accumulated deficit of \$1.02 billion at January 31, 2017. Because the market for our offerings is rapidly evolving and has not yet reached widespread adoption, it is difficult for us to predict our future operating results. We expect our operating expenses to increase over the next several years as we hire additional personnel, expand and improve the effectiveness of our distribution channels, improve the performance and scalability of our technology architecture, and continue to develop features and functionality for our offerings. In addition, as we grow as a public company, we have incurred and will continue to incur significant legal, accounting and other operating expenses. If our revenues do not increase to offset these increases in our operating expenses, we may not be profitable in future periods. Our historical revenue growth has been inconsistent and should not be considered indicative of our future performance. Further, in future periods, our revenue growth could slow or our revenues could decline for a number of reasons, including slowing demand for our offerings, increasing competition, a decrease in the growth of our overall market, or our failure, for any reason, to continue to capitalize on growth opportunities. Any failure by us to achieve, sustain or increase profitability on a consistent basis could cause the value of our common stock to decline.

If customers do not expand their use of our offerings beyond the current predominant use cases, our ability to grow our business and operating results may be adversely affected.

Most of our customers currently use our offerings to support application management, IT operations, security and compliance functions. Our ability to grow our business depends in part on our ability to help enable current and future customers to increase their use of our offerings for their existing use cases and expand their use of our offerings to additional use cases, such as facilities management, supply chain management, business analytics, IoT and customer analytics. If we fail to achieve market acceptance of our offerings for these applications, or if a competitor establishes a more widely adopted solution for these applications, our ability to grow our business and financial results will be adversely affected.

We employ multiple, unique and evolving pricing models, which subject us to various pricing and licensing challenges that could make it difficult for us to derive value from our customers and may adversely affect our operating results.

We employ multiple, unique and evolving pricing models for our offerings. For example, we generally charge our customers for their use of Splunk Enterprise and Splunk Light based on their estimated peak daily indexing capacity. In addition, Splunk Cloud is generally priced based on peak daily indexing capacity and data storage and Splunk Analytics for Hadoop is priced by the number of TaskTracker Nodes (Compute Nodes in YARN) in the respective Hadoop cluster while Splunk User Behavior Analytics is priced by the number of monitored user and system accounts. We offer both perpetual and term licensing options for on-premises offerings, as well as a subscription model for cloud services, which each have different payment schedules, and depending on the mix of such licenses and subscriptions, our revenues or deferred revenues could be adversely affected. Our pricing models may ultimately result in a higher total cost to our customers generally as data volumes increase over time, or may cause our customers to limit or decrease usage in order to stay within the limits of their existing licenses or lower their costs, making it more difficult for us to compete in our markets or negatively impacting our financial results. As the amount of machine data within our customers' organizations grows, we face downward pressure from our customers regarding our pricing, which could adversely affect our revenues and operating margins. In addition, our unique pricing models may allow competitors with different pricing models to attract customers unfamiliar or uncomfortable with our pricing models, which would cause us to lose business or modify our pricing models, both of which could adversely affect our revenues and operating margins. While we introduced enterprise adoption agreements to provide pricing predictability to our customers, we have limited experience selling this type of license and our customers may not find this type of license attractive. We may also introduce, initially in limited availability, variations to our pricing models, including but not limited to, pricing programs that provide broader usage and cost predictability as well as tiered pricing based on deployment models and customer environments. Although we believe that these pricing models will drive net new customers and customer adoption, it is possible that they will not, which could negatively impact our financial results.

Furthermore, while our offerings can measure and limit customer usage, we recently announced that we will remove metered license enforcement via our software under certain circumstances, and in other circumstances, such limitations may be improperly circumvented or otherwise bypassed by users. Similarly, we provide our customers with an encrypted license key for enabling their use of our offerings. There is no guarantee that users of our offerings will abide by the terms of these license limitations or encrypted license keys, and if they do not, we may not be able to capture the full value for the use of our offerings. For example, our enterprise license is generally meant for our customers' internal use only. If our internal use customers improperly make our offerings available to their customers or other third parties, for example, through a cloud or managed service offering not authorized by us, it may displace our end user sales. Additionally, if an internal use customer that has received a volume discount from us improperly makes available our offerings to its end customers, we may experience price erosion and be unable to capture the appropriate value from those end customers.

During fiscal 2015, we increased the license capacity of our entry-level licenses for Splunk Enterprise and decreased the price of Splunk Cloud. Although we believe that this price reduction will enable our customers to more rapidly increase their ability to adopt our offerings, there is no guarantee this will occur. It is possible that such price reduction will not be offset by an increase in order volume, which would have the effect of lowering our revenues and negatively impacting our financial results.

Our license agreements generally provide that we can audit our customers' use of our offerings or require them to certify their actual usage to ensure compliance with the terms of our license agreement at our request. However, a customer may resist or refuse to allow us to audit their usage, in which case we may have to pursue legal recourse to enforce our rights under the license agreement, which would require us to spend money, distract management and potentially adversely affect our relationship with our customers and users.

Our business and growth depend substantially on customers renewing their term licenses, subscriptions for cloud services and maintenance and support agreements with us. Any decline in our customer renewals could adversely affect our future operating results.

While much of our software is sold under perpetual license agreements, all of our maintenance and support agreements are sold on a term basis. In addition, we also enter into term license agreements for our on-premises offerings and subscriptions for cloud services. In order for us to improve our operating results, it is important that our existing customers renew their term licenses, subscriptions and maintenance and support agreements when the contract term expires. Our customers have no obligation to renew their term licenses, subscriptions or maintenance and support agreements with us after the terms have expired. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their satisfaction or dissatisfaction with our offerings, our pricing, the effects of economic conditions, competitive offerings or

alterations or reductions in our customers' spending levels. If our customers do not renew their agreements with us or renew on terms less favorable to us, our revenues may decline.

If we do not effectively expand, train and manage changes to our sales force, we may be unable to add new customers or increase sales to our existing customers, and our revenue growth and business could be adversely affected.

We continue to be substantially dependent on our sales force to effectively execute our sales strategies to obtain new customers and to drive additional use cases and adoption among our existing customers. We believe that there is significant competition for sales personnel with the skills and technical knowledge that we require. Our ability to achieve significant revenue growth will depend, in large part, on our success in recruiting, training and retaining sufficient numbers of sales personnel to support our growth. New hires require significant training and may take significant time before they achieve full productivity. Our recent hires and planned hires may not become productive as quickly as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals in the markets where we do business or plan to do business. In addition, as we continue to grow rapidly, a large percentage of our sales force is new to the company and our offerings. As our sales strategies evolve, additional training for new hires and our existing team may be required for our sales force to successfully execute on those strategies. We periodically adjust our sales organization as part of our efforts to optimize our sales operations to grow revenue. If we have not structured our sales organization or compensation for our sales organization properly, if we fail to make changes in a timely fashion or do not effectively manage changes, our revenue growth could be adversely affected. Our growth creates additional challenges and risks with respect to attracting, integrating and retaining qualified employees, particularly sales personnel. If we are unable to hire and train sufficient numbers of effective sales personnel, or the sales personnel are not successful in obtaining new customers or increasing sales to our existing customer base, our business will be adversely affected.

Our sales cycle is long and unpredictable, particularly with respect to large customers, and our sales efforts require considerable time and expense.

Our operating results may fluctuate, in part, because of the resource intensive nature of our sales efforts, the length and variability of the sales cycle of our offerings and the short-term difficulty in adjusting our operating expenses. Our operating results depend in part on sales to large customers. The length of our sales cycle, from initial evaluation to delivery of and payment for the software license, varies substantially from customer to customer. In addition, the introduction of Splunk Cloud has generated interest from our customers who are also considering purchasing and deploying Splunk Enterprise on-premises. In some cases, our customers may wish to consider a combination of these offerings, potentially further slowing our sales cycle. Our sales cycle can extend to more than a year for certain customers, particularly large customers. It is difficult to predict exactly when, or even if, we will make a sale with a potential customer or if a user of a trial version of one of our offerings will upgrade to the paid version of that offering. As a result, large individual sales have, in some cases, occurred in quarters subsequent to those we anticipated, or have not occurred at all. The loss or delay of one or more large transactions in a quarter could impact our operating results for that quarter and any future quarters for which revenues from that transaction is delayed. As a result of these factors, it is difficult for us to forecast our revenues accurately in any quarter. Because a substantial portion of our expenses are relatively fixed in the short-term, our operating results will suffer if revenues fall below our expectations in a particular quarter, which could cause the price of our common stock to decline.

Our international sales and operations subject us to additional risks that can adversely affect our business operations and financial results.

During the fiscal year ended January 31, 2017, we derived approximately 24% of our total revenues from customers outside the United States, and we are continuing to expand our international operations as part of our growth strategy. We currently have sales personnel and sales and support operations in the United States and certain countries around the world. However, our sales organization outside the United States is substantially smaller than our sales organization in the United States, and we rely heavily on our sales channel for non-U.S. sales. Our ability to convince customers to expand their use of our offerings or renew their maintenance and support agreements with us is directly correlated to our direct engagement with the customer. To the extent we are unable to engage with non-U.S. customers effectively with our limited sales force, professional services and support capacity or our indirect sales model, we may be unable to grow sales to existing customers to the same degree we have experienced in the United States.

Our international operations subject us to a variety of risks and challenges, including:

- increased management, travel, infrastructure and legal compliance costs associated with having multiple international operations;

- reliance on channel partners;
- longer payment cycles and difficulties in collecting accounts receivable or satisfying revenue recognition criteria, especially in emerging markets;
- increased financial accounting and reporting burdens and complexities;
- general economic conditions in each country or region;
- economic and political uncertainty around the world, such as the recent U.S. presidential election and the United Kingdom's referendum in June 2016 in which voters approved an exit from the European Union ("EU"), commonly referred to as "Brexit";
- compliance with multiple and changing foreign laws and regulations, including those governing employment, tax, privacy and data protection, data transfer and the risks and costs of non-compliance with such laws and regulations;
- compliance with laws and regulations for foreign operations, including the United States Foreign Corrupt Practices Act, the United Kingdom Bribery Act, import and export control laws, tariffs, trade barriers, economic sanctions and other regulatory or contractual limitations on our ability to sell our offerings in certain foreign markets, and the risks and costs of non-compliance, including as a result of any changes in trade relations or restrictions;
- heightened risks of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales arrangements that may impact financial results and result in restatements of financial statements and irregularities in financial statements;
- fluctuations in currency exchange rates and the related effect on our financial results;
- difficulties in repatriating or transferring funds from or converting currencies in certain countries;
- the need for localized software and licensing programs;
- reduced protection for intellectual property rights in some countries and practical difficulties of enforcing intellectual property and contract rights abroad; and
- compliance with the laws of numerous foreign taxing jurisdictions and overlapping of different tax regimes.

Any of these risks could adversely affect our international operations, reduce our international revenues or increase our operating costs, adversely affecting our business operations, financial results and growth prospects.

In addition, compliance with laws and regulations applicable to our international operations increases our cost of doing business in foreign jurisdictions. We may be unable to keep current with changes in foreign government requirements and laws as they change from time to time. Failure to comply with these regulations could have adverse effects on our business. In many foreign countries, it is common for others to engage in business practices that are prohibited by our internal policies and procedures or United States regulations applicable to us. In addition, although we have implemented policies and procedures designed to ensure compliance with these laws and policies, there can be no assurance that all of our employees, contractors, channel partners and agents will comply with these laws and policies. Violations of laws or key control policies by our employees, contractors, channel partners or agents could result in delays in revenue recognition, financial reporting misstatements, fines, penalties, or the prohibition of the importation or exportation of our offerings and could have a material adverse effect on our business operations and financial results.

If we are unable to maintain successful relationships with our channel partners, and to help our channel partners enhance their ability to independently sell and deploy our offerings, our business operations, financial results and growth prospects could be adversely affected.

In addition to our direct sales force, we use indirect channel partners, such as distributors and resellers, to license, provide professional services and support our offerings. We derive a portion of our revenues from sales of our offerings through our channel partners, particularly in the Europe, Middle East and Africa, or EMEA, and Asia Pacific, or APAC, regions and for sales to government agencies. We expect that sales through channel partners in all regions will continue to grow as a portion of

our revenues for the foreseeable future. As changes in our channel strategy are implemented, including potentially emphasizing partner-sourced transactions, results from sales through our channel partners may be adversely affected.

Our agreements with our channel partners are generally non-exclusive, meaning our channel partners may offer customers the products of several different companies, including products that compete with ours. If our channel partners do not effectively market and sell our offerings, choose to use greater efforts to market and sell their own products or those of our competitors, or fail to meet the needs of our customers, our ability to grow our business and sell our offerings may be adversely affected. Our channel partners may cease marketing our offerings with limited or no notice and with little or no penalty. The loss of a substantial number of our channel partners, our possible inability to replace them, or the failure to recruit additional channel partners could materially and adversely affect our results of operations. In addition, sales by channel partners are more likely than direct sales to involve collectability concerns, in particular sales by our channel partners in developing markets, and accordingly, variations in the mix between revenues attributable to sales by channel partners and revenues attributable to direct sales may result in fluctuations in our operating results.

Our ability to achieve revenue growth in the future will depend in part on our success in maintaining successful relationships with our channel partners, and to help our channel partners enhance their ability to independently sell and deploy our offerings. If we are unable to maintain our relationships with these channel partners, or otherwise develop and expand our indirect distribution channel, our business, results of operations, financial condition or cash flows could be adversely affected.

Incorrect or improper implementation or use of our software could result in customer dissatisfaction or customer data loss and negatively affect our business, operations, financial results and growth prospects.

Our software is deployed in a wide variety of technology environments. Increasingly, our software has been deployed in large scale, complex technology environments, and we believe our future success will depend on our ability to increase sales of our software licenses for use in such deployments. We often must assist our customers in achieving successful implementations for large, complex deployments. If we or our customers are unable to implement our software successfully, are unable to do so in a timely manner or if an improper implementation or change in system configuration results in errors or loss of data, customer perceptions of our company may be impaired, our reputation and brand may suffer, and customers may choose not to increase their use of our offerings. In addition, our software imposes server load and index storage requirements for implementation. If our customers do not have the server load capacity or the storage capacity required, they may not be able to effectively implement and use our software and, therefore, may not choose to increase their use of our offerings.

Our customers and third-party partners may need training in the proper use of and the variety of benefits that can be derived from our software to maximize its potential. If our software is not implemented or used correctly or as intended, inadequate performance, errors or data loss may result. Because our customers rely on our software and maintenance and support services to manage a wide range of operations, the incorrect or improper implementation or use of our software, our failure to train customers on how to efficiently and effectively use our software, or our failure to provide maintenance services to our customers, may result in negative publicity or legal claims against us. Also, as we continue to expand our customer base, any failure by us to properly provide these services will likely result in lost opportunities for follow-on sales of our offerings.

Interruptions or performance problems associated with our technology and infrastructure, and our reliance on Software-as-a-Service ("SaaS") technologies from third parties, may adversely affect our business operations and financial results.

Our continued growth depends in part on the ability of our existing and potential customers to use and access our cloud services or our website in order to download our on-premises software or encrypted access keys for our software within an acceptable amount of time. We have experienced, and may in the future experience, website and service disruptions, storage failures, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors, capacity constraints due to an overwhelming number of users accessing our website and services simultaneously and denial of service or fraud or security attacks. In some instances, we may not be able to identify the cause or causes of these website and service performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve our website and service performance, especially during peak usage times and as our offerings become more complex and our user traffic increases. If our website or cloud services are unavailable or if our users are unable to download our software or encrypted access keys within a reasonable amount of time or at all, our business would be negatively affected. We expect to continue to make significant investments to maintain and improve website and service performance and to enable rapid releases of new features and apps for our offerings. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business and operating results may be adversely affected.

In addition, we rely heavily on hosted SaaS technologies from third parties in order to operate critical functions of our business, including enterprise resource planning services and customer relationship management services. Further, our cloud services, such as Splunk Cloud, are hosted exclusively by third parties. We currently offer a 100% uptime service level agreement (“SLA”) for Splunk Cloud. If any of these services fail or become unavailable due to extended outages, interruptions or because they are no longer available on commercially reasonable terms or prices, or if we are unable to deliver 100% uptime under our SLAs, our revenues could be reduced, our reputation could be damaged, we could be exposed to legal liability, expenses could increase, our ability to manage our finances could be interrupted and our processes for managing sales of our offerings and supporting our customers could be impaired until equivalent services, if available, are identified, obtained and implemented, all of which could adversely affect our business.

Our systems and third-party systems upon which we rely are also vulnerable to damage or interruption from catastrophic occurrences such as earthquakes, floods, fires, power loss, telecommunication failures, terrorist attacks, criminal acts, geopolitical events and similar events. Our United States corporate offices and certain of the facilities we lease to house our computer and telecommunications equipment are located in the San Francisco Bay Area, a region known for seismic activity. Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problems at our and third parties’ hosting facilities could result in interruptions, performance problems or failure of our infrastructure.

Splunk Cloud, as well as cloud services for other products, are relatively new offerings, and market adoption of these cloud services could adversely affect our business.

A cloud-based model of software deployment is one in which a software provider typically licenses an application to customers for use as a service on demand through web browser technologies. Delivering software under a cloud-based model results in higher costs and expenses when compared to sales of on-premises licenses for similar functionality. In recent years, companies have begun to expect that key software, such as customer relationship management and enterprise resource planning systems, be provided through a cloud-based model. Many of our offerings are now made available in the cloud as well as on-premises. Customers can sign up for Splunk Cloud and other services and avoid the need to provision, deploy and manage internal infrastructure. In order to provide Splunk Cloud and other services via a cloud-based deployment, we have made and will continue to make capital investments and incur substantial costs to implement and maintain this alternative business model, which could negatively affect our financial results. We expect that over time the percentage of our revenue attributable to our cloud services will increase. If our cloud services, in particular Splunk Cloud, do not garner widespread market adoption, our financial results, business model and competitive position could suffer. If we are unable to decrease the cost of providing our cloud services, our gross margins may decrease and negatively impact our overall financial results. Transitioning to a cloud-based model also impacts the way we recognize revenues, which may affect our operating results and could have an adverse effect on our business operations and financial results.

Even with these investments and costs, the cloud-based business model for Splunk Cloud and other services may not be successful, as some customers may desire only on-premises licenses to our offerings. Our cloud services may raise concerns among customers, including concerns regarding changes to pricing models, service availability, scalability, ability to use customer-developed apps, information security of a cloud-based service and hosted data and access to data while offline or once a subscription has expired. Market acceptance of our cloud services can be affected by a variety of factors, including but not limited to: security, reliability, performance, terms of service, support terms, customer preference, community engagement, customer concerns with entrusting a third party to store and manage their data, public concerns regarding data privacy and the enactment of restrictive laws or regulations in the affected jurisdictions. Moreover, sales of Splunk Cloud and other services could displace sales of our on-premises software licenses. Alternatively, subscriptions to Splunk Cloud and other services that exceed our expectations may unexpectedly increase our costs, lower our margins, lower our profits or increase our losses and otherwise negatively affect our projected financial results.

We are subject to governmental export and import controls that could impair our ability to compete in international markets or subject us to liability if we violate the controls.

Our offerings are subject to United States export controls, and we incorporate encryption technology into certain of our offerings. These encryption offerings and the underlying technology may be exported outside of the United States only with the required export authorizations, including by license.

Furthermore, our activities are subject to the U.S. economic sanctions laws and regulations that prohibit the shipment of certain products and services without the required export authorizations or export to countries, governments, and persons targeted by U.S. sanctions. While we take precautions to prevent our offerings from being exported in violation of these laws, including obtaining authorizations for our encryption offerings, implementing IP address blocking and screenings against U.S.

Government and international lists of restricted and prohibited persons, we cannot guarantee that the precautions we take will prevent violations of export control and sanctions laws.

We also note that if our channel partners fail to obtain appropriate import, export or re-export licenses or permits, we may also be adversely affected, through reputational harm as well as other negative consequences including government investigations and penalties. We presently incorporate export control compliance requirements in our channel partner agreements. Complying with export control and sanctions regulations for a particular sale may be time-consuming and may result in the delay or loss of sales opportunities.

Violations of U.S. sanctions or export control laws can result in fines or penalties, including civil penalties of up to \$250,000 or twice the value of the transaction, whichever is greater, per violation. In the event of criminal knowing and willful violations of these laws, fines of up to \$1 million per violation and possible incarceration for responsible employees and managers could be imposed.

While we have extensive procedures in place, downloads of our free software may have been made in potential violation of the export control and economic sanctions laws. We filed Initial Voluntary Self Disclosures in October 2014 with the U.S. Commerce Department's Bureau of Industry and Security ("BIS") and the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") and filed Final Voluntary Disclosures with BIS and OFAC in June 2015. On May 4, 2016, BIS notified us that it had completed its review of this matter and closed its review with the issuance of a Warning Letter. On August 5, 2016, OFAC notified us that it had completed its review of this matter and closed its review with the issuance of a Cautionary Letter. No monetary penalties or other sanctions were imposed by either agency in connection with their investigations.

Also, various countries, in addition to the United States, regulate the import and export of certain encryption and other technology, including import and export permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our offerings or could limit our customers' ability to implement our offerings in those countries. Changes in our offerings or future changes in export and import regulations may create delays in the introduction of our offerings in international markets, prevent our customers with international operations from deploying our offerings globally or, in some cases, prevent the export or import of our offerings to certain countries, governments, or persons altogether. Any change in export or import regulations, economic sanctions or related legislation, or change in the countries, governments, persons or technologies targeted by such regulations, could result in decreased use of our offerings by, or in our decreased ability to export or sell our offerings to, existing or potential customers with international operations. Any decreased use of our offerings or limitation on our ability to export or sell our offerings would likely adversely affect our business operations and financial results.

If our new offerings and product enhancements do not achieve sufficient market acceptance, our financial results and competitive position will suffer.

We spend substantial amounts of time and money to research and develop new offerings and enhanced versions of our existing offerings to incorporate additional features, improve functionality or other enhancements in order to meet our customers' rapidly evolving demands. In addition, we continue to invest in solutions that can be deployed on top of our platform to target specific use cases and to cultivate our community of application developers and users. When we develop a new or enhanced version of an existing offering, we typically incur expenses and expend resources upfront to market, promote and sell the new offering. Therefore, when we develop and introduce new or enhanced offerings, they must achieve high levels of market acceptance in order to justify the amount of our investment in developing and bringing them to market. For example, if our cloud services such as Splunk Cloud do not garner widespread market adoption and implementation, our financial results and competitive position could suffer.

Further, we may make changes to our offerings that our customers do not like, find useful or agree with. We may also discontinue certain features, begin to charge for certain features that are currently free or increase fees for any of our features or usage of our offerings.

Our new offerings or product enhancements and changes to our existing offerings could fail to attain sufficient market acceptance for many reasons, including:

- our failure to predict market demand accurately in terms of product functionality and to supply offerings that meet this demand in a timely fashion;
- defects, errors or failures;

- negative publicity about their performance or effectiveness;
- delays in releasing to the market our new offerings or enhancements to our existing offerings to the market;
- introduction or anticipated introduction of competing products by our competitors;
- poor business conditions for our end-customers, causing them to delay IT purchases; and
- reluctance of customers to purchase products incorporating open source software.

If our new offerings or enhancements and changes do not achieve adequate acceptance in the market, our competitive position will be impaired, and our revenues will be diminished. The adverse effect on our financial results may be particularly acute because of the significant research, development, marketing, sales and other expenses we will have incurred in connection with the new offerings or enhancements.

Our business depends, in part, on sales to the public sector, and significant changes in the contracting or fiscal policies of the public sector could have a material adverse effect on our business.

We derive a portion of our revenues from contracts with federal, state, local and foreign governments, and we believe that the success and growth of our business will continue to depend on our successful procurement of government contracts. Factors that could impede our ability to maintain or increase the amount of revenues derived from government contracts, include:

- changes in fiscal or contracting policies;
- decreases in available government funding;
- changes in government programs or applicable requirements;
- the adoption of new laws or regulations or changes to existing laws or regulations;
- potential delays or changes in the government appropriations or other funding authorization processes; and
- delays in the payment of our invoices by government payment offices.

The occurrence of any of the foregoing could cause governments and governmental agencies to delay or refrain from purchasing licenses of our offerings in the future or otherwise have an adverse effect on our business operations and financial results.

Failure to comply with laws or regulations applicable to our business could cause us to lose customers in the public sector, subject us to fines and penalties, or negatively impact our ability to contract with the public sector.

We must comply with laws and regulations relating to the formation, administration and performance of contracts with the public sector, including United States federal, state and local governmental bodies, which affect how our channel partners and how we do business with governmental agencies. These laws and regulations may impose added costs on our business, and failure to comply with these or other applicable regulations and requirements, including non-compliance in the past, could lead to claims for damages or other relief, penalties, termination of contracts, loss of exclusive rights in our intellectual property, and temporary suspension or permanent debarment from government contracting. Any such damages, penalties, disruptions or limitations in our ability to do business with the public sector could have a material adverse effect on our business operations and financial results.

Real or perceived errors, failures or bugs in our offerings could adversely affect our financial results and growth prospects.

Because our offerings are complex, undetected errors, failures or bugs may occur, especially when new offerings, versions or updates are released. Our on-premises software is often installed and used in large-scale computing environments with different operating systems, system management software, and equipment and networking configurations, which may cause errors or failures of our software or other aspects of the computing environment into which it is deployed. In addition, deployment of our software into complicated, large-scale computing environments may expose undetected errors, failures or bugs in our software. Despite testing by us, errors, failures or bugs may not be found in our offerings until they are released to

our customers. In the past, we have discovered errors, failures and bugs in some of our offerings after their introduction. Real or perceived errors, failures or bugs in our offerings could result in negative publicity, loss of or delay in market acceptance of our offerings, loss of competitive position or claims by customers for losses sustained by them. In such an event, we may be required, or may choose, for customer relations or other reasons, to expend additional resources in order to help correct the problem.

In addition, if an actual or perceived failure of our software occurs in a customer's deployment or in our cloud services, regardless of whether the failure is attributable to our software, the market perception of the effectiveness of our offerings could be adversely affected. Alleviating any of these problems could require significant expenditures of our capital and other resources and could cause interruptions, delays or cessation of our licensing, which could cause us to lose existing or potential customers and could adversely affect our financial results and growth prospects.

Failure to protect our intellectual property rights could adversely affect our business.

Our success depends, in part, on our ability to protect proprietary methods and technologies that we develop under patent and other intellectual property laws of the United States and other jurisdictions outside of the United States so that we can prevent others from using our inventions and proprietary information. If we fail to protect our intellectual property rights adequately, our competitors might gain access to our technology, and our business might be adversely affected. However, defending our intellectual property rights might entail significant expenses. Any of our patent rights, copyrights, trademarks or other intellectual property rights may be challenged by others or invalidated through administrative process or litigation. Our issued patents and any patents issued in the future may not provide us with any competitive advantages, and our patent applications may never be granted. Additionally, the process of obtaining patent protection is expensive and time-consuming, and we may not be able to file and prosecute all necessary or desirable patent applications, or we may not be able to do so at a reasonable cost or in a timely manner. Even if issued, there can be no assurance that these patents will adequately protect our intellectual property, as the legal standards relating to the infringement, validity, enforceability and scope of protection of patent and other intellectual property rights are complex and often uncertain.

Any patents that are issued may subsequently be invalidated or otherwise limited, allowing other companies to develop offerings that compete with ours, which could adversely affect our competitive business position, business prospects and financial condition. In addition, issuance of a patent does not guarantee that we have a right to practice the patented invention. Patent applications in the United States are typically not published until 18 months after filing or, in some cases, not at all, and publications of discoveries in industry-related literature lag behind actual discoveries. We cannot be certain that we were the first to use the inventions claimed in our issued patents or pending patent applications or otherwise used in our offerings, that we were the first to file patent applications, or that third parties do not have blocking patents that could be used to prevent us from marketing or practicing our offerings or technology. Effective patent, trademark, copyright and trade secret protection may not be available to us in every country in which our offerings are available. The laws of some foreign countries may not be as protective of intellectual property rights as those in the United States (in particular, some foreign jurisdictions do not permit patent protection for software), and mechanisms for enforcement of intellectual property rights may be inadequate. Additional uncertainty may result from recent and future changes to intellectual property legislation in the United States (including the "America Invents Act") and other countries and from interpretations of the intellectual property laws of the United States and other countries by applicable courts and agencies. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property.

We rely in part on trade secrets, proprietary know-how and other confidential information to maintain our competitive position. We generally enter into confidentiality agreements with our employees, consultants, vendors and customers, and generally limit access to and distribution of our proprietary information. Although we endeavor to enter into non-disclosure agreements with our employees, licensees and others who may have access to this information, we cannot assure you that these agreements or other steps we have taken will prevent unauthorized use, disclosure or reverse engineering of our technology. In addition, the laws of some foreign countries do not protect our proprietary rights to as great an extent as the laws of the United States, and many foreign countries do not enforce these laws as diligently as government agencies and private parties in the United States. Moreover, third parties may independently develop technologies or products that compete with ours, and we may be unable to prevent this competition.

We might be required to spend significant resources to monitor and protect our intellectual property rights. We may initiate claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. Litigation also puts our patents at risk of being invalidated or interpreted narrowly. Additionally, we may provoke third parties to assert counterclaims against us. We may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be adequate to compensate us for the harm suffered. Any litigation, whether or not it is

resolved in our favor, could result in significant expense to us and divert the efforts of our technical and management personnel, which may adversely affect our business operations or financial results.

We have been, and may in the future be, subject to intellectual property rights claims by third parties, which are extremely costly to defend, could require us to pay significant damages and could limit our ability to use certain technologies.

Companies in the software and technology industries, including some of our current and potential competitors, own large numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. In addition, many of these companies have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. The litigation may involve patent holding companies or other adverse patent owners that have no relevant product revenues and against which our patents may therefore provide little or no deterrence. From time-to-time, third parties, including certain of these leading companies, have asserted and may assert patent, copyright, trademark or other intellectual property rights against us, our channel partners, our technology partners or our customers. We have received, and may in the future receive, notices that claim we have misappropriated, misused, or infringed other parties' intellectual property rights, and, to the extent we gain greater market visibility, we face a higher risk of being the subject of intellectual property infringement claims, which is not uncommon with respect to the enterprise software market.

There may be third-party intellectual property rights, including issued or pending patents, that cover significant aspects of our technologies or business methods. We may be exposed to increased risk of being the subject of intellectual property infringement claims as a result of acquisitions, as, among other things, we have a lower level of visibility into the development process with respect to such technology or the care taken to safeguard against infringement risks. Any intellectual property claims, with or without merit, could be very time-consuming, could be expensive to settle or litigate and could divert our management's attention and other resources. These claims could also subject us to significant liability for damages, potentially including treble damages if we are found to have willfully infringed patents or copyrights. These claims could also result in our having to stop using technology found to be in violation of a third party's rights. We might be required to seek a license for the intellectual property, which may not be available on reasonable terms or at all. Even if a license were available, we could be required to pay significant royalties, which would increase our operating expenses. As a result, we may be required to develop alternative non-infringing technology, which could require significant effort and expense. If we cannot license or develop technology for any infringing aspect of our business, we would be forced to limit or stop sales of our offerings and may be unable to compete effectively. Any of these results would adversely affect our business operations and financial results.

We offer free trials, trial-to-buy and other next-generation go-to-market strategies, and we may not be able to realize the benefits of these strategies.

We offer trial version licenses, including online sandboxes, of certain of our offerings to users free of charge as part of our overall strategy of developing the market for offerings that provides operational intelligence and promoting additional penetration of our offerings in the markets in which we compete. Some users never convert from the trial version to the paid version. In fiscal 2017, we introduced free development-test licenses for certain commercial customers as part of our strategy to help enable such customers to expand their use of our offerings to additional use cases. To the extent that users of our trial version do not become paying customers, or our current customers do not expand their use of our offerings beyond the current predominant use cases, we will not realize the intended benefits of these marketing strategies and our ability to grow our revenues will be adversely affected.

If we are not able to maintain and enhance our brand, our business and operating results may be adversely affected.

We believe that maintaining and enhancing the "Splunk" brand identity is critical to our relationships with our customers and channel partners and to our ability to attract new customers and channel partners. The successful promotion of our brand will depend largely upon our marketing efforts, our ability to continue to offer high-quality offerings and our ability to successfully differentiate our offerings from those of our competitors. Our brand promotion activities may not be successful or yield increased revenues. In addition, independent industry analysts often provide reviews of our offerings, as well as those of our competitors, and perception of our offerings in the marketplace may be significantly influenced by these reviews. If these reviews are negative, or less positive as compared to those of our competitors' products and services, our brand may be adversely affected.

Moreover, it may be difficult to maintain and enhance our brand in connection with sales through channel or strategic partners. The promotion of our brand requires us to make substantial expenditures, and we anticipate that the expenditures will increase as our market becomes more competitive, as we expand into new markets and as more sales are generated through our channel partners. To the extent that these activities yield increased revenues, these revenues may not offset the increased

expenses we incur. If we do not successfully maintain and enhance our brand, our business may not grow, we may have reduced pricing power relative to competitors with stronger brands, and we could lose customers and channel partners, all of which would adversely affect our business operations and financial results.

Our future performance depends in part on proper use of our community website, Splunkbase, and support from third-party software developers.

Our offerings enable third-party software developers to build apps on top of our platform. We operate a community website, Splunkbase, for sharing these third-party apps, including add-ons and extensions. While we expect Splunkbase to support our sales and marketing efforts, it also presents certain risks to our business, including:

- third-party developers may not continue developing or supporting the software apps that they share on Splunkbase;
- we cannot provide any assurance that these apps meet the same quality standards that we apply to our own development efforts, and, to the extent they contain bugs or defects, they may create disruptions in our customers' use of our offerings or negatively affect our brand;
- we do not currently provide support for software apps developed by third-party software developers, and users may be left without support and potentially cease using our offerings if the third-party software developers do not provide support for these apps;
- these third-party software developers may not possess the appropriate intellectual property rights to develop and share their apps; and
- some of these developers may use the insight they gain using our offerings and from documentation publicly available on our website to develop competing products.

Many of these risks are not within our control to prevent, and our brand may be damaged if these apps, add-ons and extensions do not perform to our customers' satisfaction and that dissatisfaction is attributed to us.

Our use of "open source" software could negatively affect our ability to sell our offerings and subject us to possible litigation.

We use open source software in our offerings and expect to continue to use open source software in the future. We may face claims from others alleging infringement of intellectual property rights in what we believe to be licensed open source software, or seeking to enforce the terms of an open source license, including by demanding release of our proprietary source code that was developed using or linked with such open source software. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our offerings, any of which would have a negative effect on our business and operating results. In addition, if the license terms for the open source code change, we may be forced to re-engineer our offerings or incur additional costs to find alternative tools. In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties, support, indemnity or assurance of title or controls on origin of the software. Further, some open source projects have known vulnerabilities and architectural instabilities and are provided on an "as-is" basis. Many of these risks associated with usage of open source software, such as the lack of warranties, support or assurances of title, cannot be eliminated, and could, if not properly addressed, negatively affect the performance of our offerings and our business. While we have established processes to help alleviate these risks, we cannot assure that these measures will reduce or completely shield us from these risks.

If we or our third-party service providers experience a security breach or unauthorized parties otherwise obtain access to our customers' data, our data, or our cloud services, our offerings may be perceived as not being secure, our reputation may be harmed, demand for our offerings may be reduced, and we may incur significant liabilities.

Our offerings involve the storage and transmission of data, and security breaches could result in the loss of this information, litigation, indemnity obligations and other liability. While we have taken steps to protect the confidential information that we have access to, including confidential information we may obtain through our customer support services or customer usage of our cloud services, our security measures could be breached. In addition, we do not directly control content that customers store in our offerings. If customers use our offerings for the transmission or storage of personally identifiable information and our security measures are or are believed to have been breached as a result of third-party action, employee

error, malfeasance or otherwise, our reputation could be damaged, our business may suffer, and we could incur significant liability.

We also process, store and transmit our own data as part of our business and operations. This data may include personally identifiable, confidential or proprietary information. There can be no assurance that any security measures that we or our third-party service providers have implemented will be effective against current or future security threats. While we have taken steps to protect the integrity, confidentiality and security of our data, our security measures could fail and result in unauthorized access to or disclosure, modification, misuse, loss or destruction of such data.

Because there are many different security breach techniques and such techniques continue to evolve, we may be unable to anticipate attempted security breaches and implement adequate preventative measures. Third parties may also conduct attacks designed to temporarily deny customers access to our cloud services. Any security breach could result in a loss of customer confidence in the security of our offerings and damage to our brand, reduce the demand for our offerings, disrupt normal business operations, require us to spend material resources to investigate or correct the breach, expose us to legal liabilities, including litigation, regulatory enforcement, and indemnity obligations, and adversely affect our revenues and operating results. These risks may increase as we continue to grow the number and scale of our cloud services, and process, store, and transmit increasingly large amounts of data.

We use third-party technology and systems for a variety of reasons, including, without limitation, encryption and authentication technology, employee email, content delivery to customers, back-office support, credit card processing and other functions. Although we have developed systems and processes that are designed to protect customer information and prevent data loss and other security breaches, including systems and processes designed to reduce the impact of a security breach at a third-party vendor, such measures cannot provide absolute security.

We are subject to a number of legal requirements, contractual obligations and industry standards regarding security, data protection, and privacy and any failure to comply with these requirements, obligations or standards could have an adverse effect on our reputation, business, financial condition and operating results.

Privacy and data information security have become a significant issue in the United States and in many other countries where we have employees and operations and where we offer licenses or subscriptions to our offerings. The regulatory framework for privacy and personal information security issues worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. The U.S. federal and various state and foreign government bodies and agencies have adopted or are considering adopting laws and regulations limiting, or laws and regulations regarding the collection, distribution, use, disclosure, storage, and security of personal information. Some of these requirements include obligations of companies to notify individuals of security breaches involving particular personal information, which could result from breaches experienced by us or our service providers. Even though we may have contractual protections with our service providers, a security breach could impact our reputation, harm our customer confidence, hurt our sales and expansion into new markets or cause us to lose existing customers, and could expose us to potential liability or require us to expend significant resources on data security and in responding to such breach.

Internationally, virtually every jurisdiction in which we operate has established its own data security and privacy legal framework with which we or our customers must comply. Laws and regulations in these jurisdictions apply broadly to the collection, use, storage, disclosure and security of data that identifies or may be used to identify or locate an individual, such as names, email addresses and, in some jurisdictions, Internet Protocol (“IP”) addresses. These laws and regulations often are more restrictive than those in the United States and are rapidly evolving. For example, in 2016, a new EU data protection regime, the General Data Protection Regulation (“GDPR”) was adopted, and we self-certified to the U.S.-EU Privacy Shield developed by the U.S. Department of Commerce and the European Commission to provide U.S. companies with a valid data transfer mechanism under EU law to permit them to transfer personal data from the European Union to the United States. The U.S.-EU Privacy Shield is subject to annual review and may be challenged, suspended or invalidated. Complying with the GDPR or other new data protection laws and regulations may cause us to incur substantial operational costs or require us to modify our data handling practices. Non-compliance could result in proceedings against us by governmental entities or others and may otherwise adversely impact our business, financial condition and operating results.

In addition to government regulation, privacy advocates and industry groups may propose new and different self-regulatory standards that either legally or contractually apply to us. We also expect that there will continue to be new proposed laws and regulations concerning privacy, data protection and information security, and we cannot yet determine the impact such future laws, regulations and standards may have on our business. New laws, amendments to or re-interpretations of existing laws and regulations, industry standards, contractual obligations and other obligations may require us to incur additional costs and restrict our business operations. Because the interpretation and application of laws and other obligations relating to privacy

and data protection are still uncertain, it is possible that these laws and other obligations may be interpreted and applied in a manner that is inconsistent with our existing data management practices or the features of our offerings. If so, in addition to the possibility of fines, lawsuits and other claims, we could be required to fundamentally change our business activities and practices or modify our offerings, which could have an adverse effect on our business. We may be unable to make such changes and modifications in a commercially reasonable manner or at all, and our ability to develop new offerings and features could be limited. Any inability to adequately address privacy concerns, even if unfounded, or comply with applicable privacy or data protection laws, regulations and policies, could result in additional cost and liability to us, damage our reputation, inhibit sales and adversely affect our business.

Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations, and policies that are applicable to the businesses of our customers may limit the use and adoption of, and reduce the overall demand for, our offerings. For example, as a service provider to our customers, we may collect and use personally identifiable information, including protected health information, which may subject us to a number of data protection, security, privacy and other government- and industry-specific requirements, including those that require companies to notify individuals of data security incidents involving certain types of personal data, such as the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”). Privacy and personal information security concerns, whether valid or not valid, may inhibit market adoption of our offerings particularly in certain industries and foreign countries.

If we are unable to attract and retain leadership and key personnel, our business could be adversely affected.

We depend on the continued contributions of our leadership, senior management and other key personnel, the loss of whom could adversely affect our business. With any change in leadership, there is a risk to organizational effectiveness and employee retention as well as the potential for disruption to our business. All of our executive officers and key employees are at-will employees, which means they may terminate their employment relationship with us at any time. We do not maintain a key-person life insurance policy on any of our officers or other employees.

Our future success also depends on our ability to identify, attract and retain highly skilled technical, managerial, finance and other personnel, particularly in our sales and marketing, research and development, general and administrative, and professional service departments. We face intense competition for qualified individuals from numerous software and other technology companies.

In addition, competition for qualified personnel, particularly software engineers, is particularly intense in the San Francisco Bay Area, where our headquarters are located. We may incur significant costs to attract and retain them, and we may lose new employees to our competitors or other technology companies before we realize the benefit of our investment in recruiting and training them. As we move into new geographies, we will need to attract and recruit skilled personnel in those areas. If we are unable to attract and retain suitably qualified individuals who are capable of meeting our growing technical, operational and managerial requirements, on a timely basis or at all, our business will be adversely affected.

Volatility or lack of performance in our stock price may also affect our ability to attract and retain our key employees. Many of our senior management personnel and other key employees have become, or will soon become, vested in a substantial amount of stock, restricted stock units or stock options. Employees may be more likely to leave us if the shares they own or the shares underlying their vested restricted stock units or options have significantly appreciated in value relative to the original purchase prices of the shares or the exercise prices of the options, or, conversely, if the exercise prices of the options that they hold are significantly above the market price of our common stock. If we are unable to retain our employees, or if we need to increase our compensation expenses to retain our employees, our business, results of operations, financial condition and cash flows would be adversely affected.

If poor advice or misinformation is spread through our community website, Splunk Answers, users of our offerings may experience unsatisfactory results from using our offerings, which could adversely affect our reputation and our ability to grow our business.

We host Splunk Answers for sharing knowledge about how to perform certain functions with our offerings. Our users are increasingly turning to Splunk Answers for support in connection with their use of our offerings. We do not review or test the information that non-Splunk employees post on Splunk Answers to ensure its accuracy or efficacy in resolving technical issues. Therefore, we cannot ensure that all the information listed on Splunk Answers is accurate or that it will not adversely affect the performance of our offerings. Furthermore, users who post such information on Splunk Answers may not have adequate rights to the information to share it publicly, and we could be the subject of intellectual property claims based on our hosting of such information. If poor advice or misinformation is spread among users of Splunk Answers, our customers or other

users of our offerings may experience unsatisfactory results from using our offerings, which could adversely affect our reputation and our ability to grow our business.

Prolonged economic uncertainties or downturns could materially adversely affect our business.

Current or future economic downturns or uncertainty could adversely affect our business operations or financial results. Negative conditions in the general economy both in the United States and abroad, including conditions resulting from financial and credit market fluctuations, trade uncertainty and terrorist attacks on the United States, Europe, Asia Pacific or elsewhere, could cause a decrease in corporate spending on enterprise software in general and negatively affect the rate of growth of our business.

General worldwide economic conditions have experienced a significant downturn and continue to remain unstable. These conditions make it extremely difficult for our customers and us to forecast and plan future business activities accurately, and they could cause our customers to reevaluate their decision to purchase our offerings, which could delay and lengthen our sales cycles or result in cancellations of planned purchases. Furthermore, during challenging economic times our customers may face issues in gaining timely access to sufficient credit, which could result in an impairment of their ability to make timely payments to us. If that were to occur, we may be required to increase our allowance for doubtful accounts, which would adversely affect our financial results.

We have a significant number of customers in the business services, energy, financial services, healthcare and pharmaceuticals, technology, manufacturing, media and entertainment, online services, retail, telecommunications and travel and transportation industries. A substantial downturn in any of these industries may cause firms to react to worsening conditions by reducing their capital expenditures in general or by specifically reducing their spending on information technology. Customers in these industries may delay or cancel information technology projects or seek to lower their costs by renegotiating vendor contracts. To the extent purchases of our offerings are perceived by customers and potential customers to be discretionary, our revenues may be disproportionately affected by delays or reductions in general information technology spending. Also, customers may choose to develop in-house software as an alternative to using our offerings. Moreover, competitors may respond to market conditions by lowering prices and attempting to lure away our customers. In addition, the increased pace of consolidation in certain industries may result in reduced overall spending on our offerings.

We cannot predict the timing, strength or duration of any economic slowdown, instability or recovery, generally or within any particular industry or geography. If the economic conditions of the general economy or industries in which we operate worsen from present levels, our business operations and financial results could be adversely affected.

We may require additional capital to support business growth, and this capital might not be available on acceptable terms, if at all.

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new features or enhance our offerings, improve our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing that we may secure in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business may be adversely affected.

We have in the past made and may in the future make acquisitions that could prove difficult to integrate and/or adversely affect our business operations and financial results.

From time to time, we may choose to expand by making acquisitions that could be material to our business, results of operations, financial condition and cash flows. Our ability as an organization to successfully acquire and integrate technologies or businesses is unproven. Acquisitions involve many risks, including the following:

- an acquisition may negatively affect our financial results because it may require us to incur charges or assume substantial debt or other liabilities, may cause adverse tax consequences or unfavorable accounting treatment, may

expose us to claims and disputes by third parties, including intellectual property claims and disputes, or may not generate sufficient financial return to offset additional costs and expenses related to the acquisition;

- potential goodwill impairment charges related to acquisitions;
- costs and potential difficulties associated with the requirement to test and assimilate the internal control processes of the acquired business;
- we may encounter difficulties or unforeseen expenditures in integrating the business, technologies, products, personnel or operations of any company that we acquire, particularly if key personnel of the acquired company decide not to work for us or if we are unable to retain key personnel;
- we may not realize the expected benefits of the acquisition;
- an acquisition may disrupt our ongoing business, divert resources, increase our expenses and distract our management;
- an acquisition may result in a delay or reduction of customer purchases for both us and the company acquired due to customer uncertainty about continuity and effectiveness of service from either company;
- the potential impact on relationships with existing customers, vendors and distributors as business partners as a result of acquiring another company or business that competes with or otherwise is incompatible with those existing relationships;
- the potential that our due diligence of the acquired company or business does not identify significant problems or liabilities;
- exposure to litigation or other claims in connection with, or inheritance of claims or litigation risk as a result of, an acquisition, including but not limited to claims from former employees, customers or other third parties;
- we may encounter difficulties in, or may be unable to, successfully sell any acquired products;
- an acquisition may involve the entry into geographic or business markets in which we have little or no prior experience or where competitors have stronger market positions;
- an acquisition may require us to comply with additional laws and regulations or result in liabilities resulting from the acquired company's pre-acquisition failure to comply with applicable laws;
- our use of cash to pay for an acquisition would limit other potential uses for our cash;
- if we incur debt to fund such acquisition, such debt may subject us to material restrictions on our ability to conduct our business as well as financial maintenance covenants; and
- to the extent that we issue a significant amount of equity securities in connection with future acquisitions, existing stockholders may be diluted and earnings per share may decrease.

The occurrence of any of these risks could have a material adverse effect on our business operations and financial results.

If currency exchange rates fluctuate substantially in the future, our financial results, which are reported in U.S. dollars, could be adversely affected.

As we continue to expand our international operations, we become more exposed to the effects of fluctuations in currency exchange rates. Although our sales contracts are denominated in U.S. dollars, and therefore our revenues are not subject to foreign currency risk, a strengthening of the U.S. dollar could increase the real cost of our offerings to our customers outside of the United States, adversely affecting our business operations and financial results. We incur expenses for employee compensation and other operating expenses at our non-U.S. locations in the local currency. Fluctuations in the exchange rates between the U.S. dollar and other currencies could result in the dollar equivalent of such expenses being higher. This could have a negative impact on our reported operating results. Although we engage in limited hedging strategies, any such strategies,

such as forward contracts, options and foreign exchange swaps, related to transaction exposures that we may implement to mitigate this risk may not eliminate our exposure to foreign exchange fluctuations.

The enactment of legislation implementing changes in the United States of taxation of international business activities or the adoption of other tax reform policies could materially impact our financial position and results of operations.

Recent changes to United States tax laws, including limitations on the ability of taxpayers to claim and utilize foreign tax credits and the deferral of certain tax deductions until earnings outside of the United States are repatriated to the United States, as well as changes to United States tax laws that may be enacted in the future, could impact the tax treatment of our foreign earnings. Due to expansion of our international business activities, any changes in the United States taxation of such activities may increase our worldwide effective tax rate and adversely affect our financial position and results of operations.

Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations.

In general, under Section 382 of the United States Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an “ownership change” is subject to limitations on its ability to utilize its pre-change net operating losses, or NOLs, to offset future taxable income. If our existing NOLs are subject to limitations arising from previous ownership changes, our ability to utilize NOLs could be limited by Section 382 of the Code. Future changes in our stock ownership, some of which are outside of our control, could result in an ownership change under Section 382 of the Code. Furthermore, our ability to utilize NOLs of companies that we may acquire in the future may be subject to limitations. There is also a risk that either under existing regulations or due to regulatory changes, such as suspensions on the use of NOLs, or other unforeseen reasons, our existing NOLs could expire or otherwise be unavailable to offset future income tax liabilities. For these reasons, we may not be able to utilize a portion of the NOLs reflected on our balance sheet, even if we attain profitability.

Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value added or similar taxes, and we could be subject to liability with respect to past or future sales, which could adversely affect our financial results.

We do not collect sales and use, value added and similar taxes in all jurisdictions in which we have sales, based on our belief that such taxes are not applicable. Sales and use, value added and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable, which could result in tax assessments, penalties and interest, and we may be required to collect such taxes in the future. Such tax assessments, penalties and interest or future requirements may adversely affect our financial results.

Our international operations subject us to potentially adverse tax consequences.

We generally conduct our international operations through wholly owned subsidiaries, branches and representative offices and report our taxable income in various jurisdictions worldwide based upon our business operations in those jurisdictions. We are in the process of organizing our corporate structure to more closely align with the international nature of our business activities. Our intercompany relationships are subject to complex transfer pricing regulations administered by taxing authorities in various jurisdictions. The relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a disagreement were to occur, and our position were not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations. We believe that our financial statements reflect adequate reserves to cover such a contingency, but there can be no assurances in that regard.

We could be subject to additional tax liabilities.

We are subject to federal, state and local taxes in the United States and numerous foreign jurisdictions. Significant judgment is required in evaluating our tax positions and our worldwide provision for taxes. During the ordinary course of business, there are many activities and transactions for which the ultimate tax determination is uncertain. We previously discovered that we have not complied with various tax rules and regulations in certain foreign jurisdictions. We are working to resolve these matters. In addition, our tax obligations and effective tax rates could be adversely affected by changes in the relevant tax, accounting and other laws, regulations, principles and interpretations, including those relating to income tax nexus, by our earnings being lower than anticipated in jurisdictions where we have lower statutory rates and higher than anticipated in jurisdictions where we have higher statutory rates, by changes in foreign currency exchange rates, or by changes in the valuation of our deferred tax assets and liabilities. We may be audited in various jurisdictions, and such jurisdictions may assess additional taxes against us. Although we believe our tax estimates are reasonable, the final determination of any tax

audits or litigation could be materially different from our historical tax provisions and accruals, which could have a material adverse effect on our operating results or cash flows in the period or periods for which a determination is made.

Our financial results may be adversely affected by changes in accounting principles applicable to us.

Generally accepted accounting principles in the United States (“U.S. GAAP”) are subject to interpretation by the Financial Accounting Standards Board (“FASB”), the SEC, and other various bodies formed to promulgate and interpret appropriate accounting principles. For example, in May 2014, the FASB issued accounting standards update No. 2014-09 (Topic 606), Revenue from Contracts with Customers, which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. We will be required to implement this new revenue standard, as amended by accounting standards update No. 2015-14, in the first quarter of fiscal 2019. While we are still evaluating the total impact of the new revenue standard, we believe the adoption of this new standard will have a material impact on our consolidated financial statements, including the way we account for arrangements involving a term license, deferred revenue and sales commissions. In addition, some deferred revenue recorded in accordance with the current revenue standard could be eliminated upon adoption of the new revenue standard. These or other changes in accounting principles could adversely affect our financial results. Any difficulties in implementing these pronouncements could cause us to fail to meet our financial reporting obligations, which could result in regulatory discipline and harm investors’ confidence in us.

Our stock price has been volatile, may continue to be volatile and may decline regardless of our financial performance.

The trading prices of the securities of technology companies have been highly volatile. The market price of our common stock has fluctuated significantly and may continue to fluctuate significantly in response to numerous factors, many of which are beyond our control, including:

- actual or anticipated fluctuations in our financial results;
- the financial projections we provide to the public, any changes in these projections or our failure to meet or exceed these projections;
- failure of securities analysts to initiate or maintain coverage of our company, changes in financial estimates by any securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- ratings changes by any securities analysts who follow our company;
- announcements by us or our competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures or capital commitments;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- price and volume fluctuations in certain categories of companies or the overall stock market, including as a result of trends in the global economy;
- any major change in our board of directors or management;
- lawsuits threatened or filed against us; and
- other events or factors, including those resulting from war, incidents of terrorism or responses to these events.

In addition, the stock markets, and in particular the market on which our common stock is listed, have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many technology companies. Stock prices of many technology companies have fluctuated in a manner unrelated or disproportionate to the financial performance of those companies. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from our business and adversely affect our business, results of operations, financial condition and cash flows.

If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our share price and trading volume could decline.

The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us or our business, our market and our competitors. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

Substantial future sales of shares of our common stock could cause the market price of our common stock to decline.

The market price of shares of our common stock could decline as a result of substantial sales of our common stock, particularly sales by our directors, executive officers, employees and significant stockholders, a large number of shares of our common stock becoming available for sale, or the perception in the market that holders of a large number of shares intend to sell their shares. As of January 31, 2017, we had outstanding approximately 137.2 million shares of our common stock. We have also registered shares of common stock that we may issue under our employee equity incentive plans. These shares will be able to be sold freely in the public market upon issuance.

The requirements of being a public company may strain our resources, divert management's attention and affect our ability to attract and retain executive management and qualified board members.

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, or the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act, the listing requirements of The NASDAQ Stock Market and other applicable securities rules and regulations. Compliance with these rules and regulations has increased our legal and financial compliance costs, made some activities more difficult, time-consuming or costly and increased and will continue to increase demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and operating results. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business and operating results. Although we have already hired additional employees to comply with these requirements, we may need to hire more employees in the future or engage outside consultants, which will increase our costs and expenses.

In addition, changing laws, regulations, standards and practices relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations, standards and practices are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as regulatory and governing bodies provide new guidance or as market practices develop. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We will continue to invest resources to comply with evolving laws, regulations and standards and keeping abreast of current practices, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance and corporate governance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us and our business may be adversely affected.

As a result of disclosure of information as a public company, our business and financial condition have become more visible, which we believe may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business operations and financial results could be adversely affected, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and adversely affect our business operations and financial results. From time to time, public companies are subject to campaigns by investors seeking to increase short-term stockholder value through actions such as financial restructuring, increased debt, special dividends, stock repurchases or sales of assets or the entire company. If stockholders attempt to effect such changes or acquire control over us, responding to such actions would be costly, time-consuming and disruptive, which could adversely affect our results of operations, financial results and the value of our common stock. These factors could also make it more difficult for us to attract and retain qualified employees, executive officers and members of our board of directors.

We are obligated to develop and maintain proper and effective internal control over financial reporting. These internal controls may not be determined to be effective, which may adversely affect investor confidence in our company and, as a result, the value of our common stock.

We are required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. We are also required to have our independent registered public accounting firm issue an opinion on the effectiveness of our internal control over financial reporting on an annual basis. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal controls are effective.

If we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, which would cause the price of our common stock to decline, and we may be subject to investigation or sanctions by the SEC.

We do not intend to pay dividends for the foreseeable future.

We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the development of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, price appreciation of our common stock, which may never occur, may be the only way our stockholders realize any future gains on their investments.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our common stock.

Provisions in our certificate of incorporation and bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our certificate of incorporation and bylaws include provisions that:

- authorize our board of directors to issue, without further action by the stockholders, shares of undesignated preferred stock with terms, rights and preferences determined by our board of directors;
- require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent;
- specify that special meetings of our stockholders can be called only by our board of directors, the Chairman of our board of directors, or our Chief Executive Officer;
- establish an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our board of directors;
- establish that our board of directors is divided into three classes, Class I, Class II and Class III, with each class serving three-year staggered terms;
- prohibit cumulative voting in the election of directors;
- provide that our directors may be removed only for cause;
- provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum; and
- require the approval of our board of directors or the holders of a supermajority of our outstanding shares of capital stock to amend our bylaws and certain provisions of our certificate of incorporation.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any “interested” stockholder for a period of three years following the date on which the stockholder became an “interested” stockholder.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

During fiscal year 2017, we relocated our corporate headquarters from 250 Brannan Street, San Francisco, California to 270 Brannan Street, San Francisco, California. Our corporate headquarters at 270 Brannan Street occupy approximately 182,000 square feet under a lease that expires in February 2024. Additionally, we entered into an office lease for approximately 235,000 square feet located at 3098 Olsen Drive, San Jose, California that expires in August 2027 for our business operations, sales, support and product development. We began occupying the premises at 3098 Olsen Drive in the fourth quarter of fiscal 2017. We lease smaller regional offices for our business operations, sales, support and some product development in various locations throughout the United States. Our foreign subsidiaries lease office space for their operations including local sales, support and some product development. While we believe our facilities are sufficient and suitable for the operations of our business today, we are in the process of adding new facilities and expanding our existing facilities as we add employees and expand into additional markets.

Item 3. Legal Proceedings

The information set forth under Legal Proceedings in Note 3 contained in the “Notes to Consolidated Financial Statements” is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Stock Price and Dividends

Our common stock, \$0.001 par value, began trading on the NASDAQ Global Select Market on April 19, 2012, where its prices are quoted under the symbol "SPLK." As of January 31, 2017, there were 18 holders of record of our common stock. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial holders represented by these record holders.

The following table sets forth the reported high and low sales prices of our common stock for the periods indicated, as regularly quoted on the NASDAQ Global Select Market:

	<u>High</u>	<u>Low</u>
Year Ended January 31, 2016:		
First Quarter	\$ 74.88	\$ 51.41
Second Quarter	\$ 76.85	\$ 64.70
Third Quarter	\$ 71.75	\$ 51.71
Fourth Quarter	\$ 66.90	\$ 43.80
	<u>High</u>	<u>Low</u>
Year Ended January 31, 2017:		
First Quarter	\$ 53.98	\$ 29.85
Second Quarter	\$ 62.63	\$ 45.07
Third Quarter	\$ 65.75	\$ 54.45
Fourth Quarter	\$ 62.90	\$ 50.64

We have never declared or paid, and do not anticipate declaring or paying in the foreseeable future, any cash dividends on our capital stock. Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of our board of directors, subject to applicable laws and will depend on then existing conditions, including our financial condition, operating results, contractual restrictions, capital requirements, business prospects, and other factors our board of directors may deem relevant.

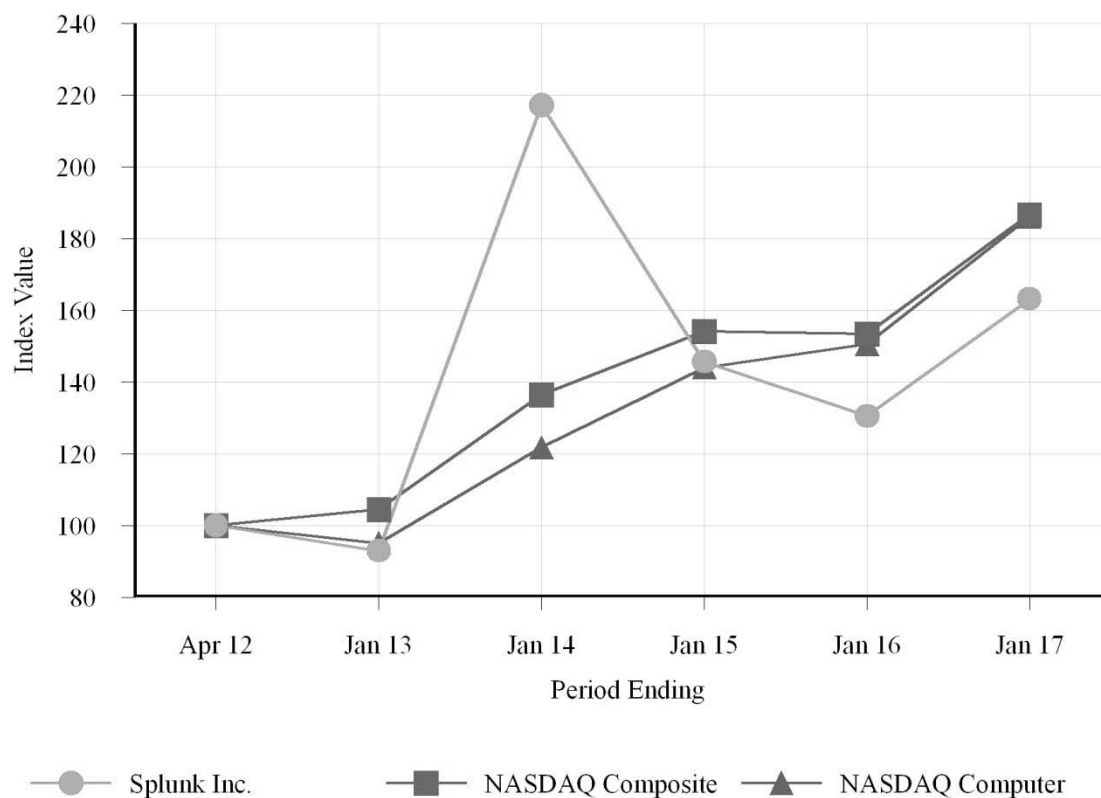
Securities Authorized for Issuance Under Equity Compensation Plans

See Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" for information regarding securities authorized for issuance.

Stock Performance Graph

This chart compares the cumulative total return on our common stock with that of the NASDAQ Composite index and the NASDAQ Computer index. The chart assumes \$100 was invested on April 19, 2012, the date our stock began trading, in our common stock, the NASDAQ Composite index and the NASDAQ Computer index. The peer group indices utilize the same methods of presentation and assumptions for the total return calculation as does Splunk and the NASDAQ Composite index. All companies in the peer group index are weighted in accordance with their market capitalizations.

Splunk Inc. Comparison of Total Return Performance



Company/Index

	4/19/12	1/31/13	1/31/14	1/31/15	1/31/16	1/31/17
Splunk Inc.	\$ 100.00	\$ 92.90	\$ 217.11	\$ 145.57	\$ 130.47	\$ 163.08
NASDAQ Composite	\$ 100.00	\$ 104.47	\$ 136.45	\$ 154.12	\$ 153.41	\$ 186.69
NASDAQ Computer	\$ 100.00	\$ 95.02	\$ 121.69	\$ 143.97	\$ 150.45	\$ 186.04

Item 6. Selected Financial Data

The following selected consolidated financial data should be read in conjunction with our audited consolidated financial statements and related notes thereto and with Management's Discussion and Analysis of Financial Condition and Results of Operations, which are included elsewhere in this Form 10-K. The consolidated statement of operations data for fiscal 2017, 2016, and 2015 and the selected consolidated balance sheet data as of January 31, 2017 and 2016 are derived from, and are qualified by reference to, the audited consolidated financial statements and are included in this Form 10-K. The consolidated statement of operations data for fiscal 2014, and 2013 and the consolidated balance sheet data as of January 31, 2015, 2014, and 2013 are derived from audited consolidated financial statements, which are not included in this Form 10-K.

	Fiscal Year Ended January 31,				
	2017	2016	2015	2014	2013
	(in thousands, except per share amounts)				
Consolidated Statement of Operations Data:					
Revenues					
License	\$ 546,925	\$ 405,399	\$ 283,191	\$ 199,024	\$ 135,922
Maintenance and services	403,030	263,036	167,684	103,599	63,022
Total revenues	<u>949,955</u>	<u>668,435</u>	<u>450,875</u>	<u>302,623</u>	<u>198,944</u>
Cost of revenues (1)					
License	11,965	9,080	1,859	330	727
Maintenance and services	179,088	105,042	66,519	35,495	20,697
Total cost of revenues	<u>191,053</u>	<u>114,122</u>	<u>68,378</u>	<u>35,825</u>	<u>21,424</u>
Gross profit	<u>758,902</u>	<u>554,313</u>	<u>382,497</u>	<u>266,798</u>	<u>177,520</u>
Operating expenses (1)					
Research and development	295,850	215,309	150,790	75,895	41,853
Sales and marketing	653,524	505,348	344,471	215,335	125,098
General and administrative	153,359	121,579	103,046	53,875	32,602
Total operating expenses	<u>1,102,733</u>	<u>842,236</u>	<u>598,307</u>	<u>345,105</u>	<u>199,553</u>
Operating loss	<u>(343,831)</u>	<u>(287,923)</u>	<u>(215,810)</u>	<u>(78,307)</u>	<u>(22,033)</u>
Interest and other income (expense), net					
Interest income (expense), net	(2,829)	1,798	754	225	152
Other income (expense), net	(3,022)	(519)	216	(920)	—
Change in fair value of preferred stock warrants	—	—	—	—	(14,087)
Total interest and other income (expense), net	<u>(5,851)</u>	<u>1,279</u>	<u>970</u>	<u>(695)</u>	<u>(13,935)</u>
Loss before income taxes	<u>(349,682)</u>	<u>(286,644)</u>	<u>(214,840)</u>	<u>(79,002)</u>	<u>(35,968)</u>
Provision for income taxes (benefit)	5,507	(7,872)	2,276	6	713
Net loss	<u>\$ (355,189)</u>	<u>\$ (278,772)</u>	<u>\$ (217,116)</u>	<u>\$ (79,008)</u>	<u>\$ (36,681)</u>
Net loss per share:					
Basic and diluted	<u>\$ (2.65)</u>	<u>\$ (2.20)</u>	<u>\$ (1.81)</u>	<u>\$ (0.75)</u>	<u>\$ (0.46)</u>
Weighted-average shares outstanding:					
Basic and diluted	<u>133,910</u>	<u>126,746</u>	<u>119,775</u>	<u>105,067</u>	<u>80,246</u>

(1) Amounts include stock-based compensation expense as follows:

	Fiscal Year Ended January 31,				
	2017	2016	2015	2014	2013
	(in thousands)				
Cost of revenues	\$ 30,971	\$ 26,057	\$ 17,189	\$ 5,283	\$ 1,217
Research and development	129,388	89,197	60,777	20,829	6,170
Sales and marketing	161,164	130,054	90,064	30,012	8,093
General and administrative	56,518	46,949	46,149	13,244	4,000

	As of January 31,				
	2017	2016	2015	2014	2013
	(in thousands)				

Consolidated Balance Sheet Data:

Cash, cash equivalents and short-term investments	\$ 1,083,442	\$ 1,009,039	\$ 850,164	\$ 897,453	\$ 305,939
Working capital	693,000	719,503	653,185	784,966	259,789
Total assets	1,718,546	1,536,839	1,247,791	1,040,331	390,445
Deferred revenue, current and long-term	625,459	449,503	304,085	192,321	114,712
Total stockholders' equity	805,161	859,414	813,321	784,908	237,544

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Risk Factors" included in Part I, Item 1A or in other parts of this report.

Overview

Splunk provides innovative software solutions that enable organizations to gain real-time operational intelligence by harnessing the value of their data. Our offerings enable users to collect, index, search, explore, monitor, correlate and analyze data regardless of format or source. Our offerings address large and diverse data sets commonly referred to as big data and are specifically tailored for machine data. Machine data is produced by nearly every software application and electronic device in an organization and contains a definitive, time-stamped record of various activities, such as transactions, customer and user activities, and security threats. Beyond an organization's traditional information technology ("IoT") and security infrastructure, data from the Industrial Internet, including industrial control systems, sensors, SCADA systems, networks, manufacturing systems, smart meters and IoT which includes consumer -oriented systems, such as electronic wearables, mobile devices, automobiles and medical devices are also continuously generating machine data. Our offerings help organizations gain value from all of these different sources and forms of machine data.

We believe the market for products that provide operational intelligence presents a substantial opportunity as data grows in volume and diversity, creating new risks, opportunities and challenges for organizations. Since our inception, we have invested a substantial amount of resources developing our offerings to address this market, specifically with respect to machine data.

Our offerings are designed to deliver rapid return-on-investment for our customers. They generally do not require customization, long deployment cycles or extensive professional services commonly associated with traditional enterprise software applications. Prospective users can get started with our free online sandboxes that enable our customers to immediately try and experience Splunk offerings. Users that prefer to deploy the software on-premises can take advantage of our free 60-day trial of Splunk Enterprise, which converts into a limited free perpetual license of up to 500 megabytes of data per day. Paying users can sign up for Splunk Cloud and avoid the need to provision, deploy and manage internal infrastructure. Alternatively, they can simply download and install the software, typically in a matter of hours, to connect to their relevant machine data sources. Customers can also provision a compute instance on Amazon Web Services via a pre-built Amazon Machine Image, which delivers a pre-configured virtual machine instance with our Splunk Enterprise software. In fiscal 2017, we introduced free development-test licenses for certain commercial customers, allowing users to explore new data and use

cases in a non-production environment without incurring additional fees. We also offer support, training and professional services to our customers to assist in the deployment of our software.

For Splunk Enterprise, we base our license fees on the estimated daily data indexing capacity our customers require. A substantial portion of our license revenues consist of revenues from perpetual licenses, whereby we generally recognize the license fee portion of these arrangements upfront. As a result, the timing of when we enter into large perpetual licenses may lead to fluctuations in our revenues and operating results because our expenses are largely fixed in the short-term. Additionally, we license our software under term licenses, which are generally recognized ratably over the contract term. From time to time, we also enter into transactions that are designed to enable broad adoption of our software within an enterprise, referred to as enterprise adoption agreements. These agreements often include provisions that require revenue deferral and recognition over time.

Splunk Cloud delivers the core capabilities of Splunk Enterprise as a scalable, reliable cloud service. Splunk Cloud customers pay an annual subscription fee based on the combination of the volume of data indexed per day and the length of the data retention period. Splunk Light provides log search and analysis that is designed, priced and packaged for small IT environments, where a single-server log analytics solution is sufficient, and accordingly the daily indexing volume is limited as compared to Splunk Enterprise. Splunk Enterprise Security addresses emerging security threats and SIEM use cases through monitoring, alerts and analytics. Splunk IT Service Intelligence monitors the health and key performance indicators of critical IT and business services. Splunk User Behavior Analytics detects cyber-attacks and insider threats using data science, machine learning and advanced correlation.

We intend to continue investing for long-term growth. We have invested and intend to continue to invest heavily in product development to deliver additional features and performance enhancements, deployment models and solutions that can address new end markets. For example, we released new versions of existing offerings such as Splunk Enterprise and introduced new offerings for the security and IT markets during fiscal 2017. In addition, we expect to continue to aggressively expand our sales and marketing organizations to market and sell our software both in the United States and internationally. We have utilized and expect to continue to utilize acquisitions to contribute to our long-term growth objectives. In fiscal 2016, we acquired Metafor Software, a privately-held British Columbia corporation, which developed technology that provides anomaly detection and behavioral analytics for IT operations and Caspida, a privately-held Delaware corporation, which developed technology that provides behavioral analytics to help detect, respond to and mitigate advanced security and insider security threats.

Our goal is to make our software the platform for delivering operational intelligence and real-time business insights from machine data. The key elements of our growth strategy are to:

- Extend our technological capabilities.
- Continue to expand our direct and indirect sales organization, including our channel relationships, to increase our sales capacity and enable greater market presence.
- Further penetrate our existing customer base and drive enterprise-wide adoption.
- Enhance our value proposition through a focus on solutions which address core and expanded use cases.
- Grow our user communities and partner ecosystem to increase awareness of our brand, target new use cases, drive operational leverage and deliver more targeted, higher value solutions.
- Continue to deliver a rich developer environment to enable rapid development of enterprise applications that leverage machine data and the Splunk platform.

We believe the factors that will influence our ability to achieve our goals include, among other things, our ability to deliver new offerings as well as additional product functionality; acquire new customers across geographies and industries; cultivate incremental sales from our existing customers by driving increased use of our software within organizations; provide additional solutions that leverage our core machine data platform to help organizations understand and realize the value of their machine data in specific end markets and use cases; add additional OEM and strategic relationships to enable new sales channels for our software as well as extend our integration with third party products; help software developers leverage the functionality of our machine data platform through SDKs and APIs; and successfully integrate acquired businesses and technologies.

For the fiscal years ended January 31, 2017, 2016 and 2015, our total revenues were \$950.0 million, \$668.4 million, and \$450.9 million, respectively. For the fiscal year ended January 31, 2017, approximately 24% of our total revenues were derived from customers located outside the United States. Our customers and end-users represent the public sector and a wide variety of industries, including financial services, manufacturing, retail and technology, among others. As of January 31, 2017, we had over 13,000 customers, including more than 85 of the Fortune 100 companies.

For the fiscal years ended January 31, 2017, 2016 and 2015, our GAAP operating loss was \$343.8 million, \$287.9 million, and \$215.8 million, respectively. Our non-GAAP operating income was \$59.4 million, \$25.4 million and \$12.3 million for fiscal years ended January 31, 2017, 2016 and 2015, respectively.

For the fiscal years ended January 31, 2017, 2016 and 2015, our GAAP net loss was \$355.2 million, \$278.8 million, and \$217.1 million, respectively. Our non-GAAP net income was \$55.7 million, \$23.6 million and \$11.0 million for fiscal years ended January 31, 2017, 2016, and 2015, respectively.

Our quarterly results reflect seasonality in the sale of our offerings. Historically, a pattern of increased license sales in the fourth fiscal quarter as a result of industry buying patterns has positively impacted sales activity in that period, which can result in lower sequential revenues in the following first fiscal quarter. Our gross margins and operating losses have been affected by these historical trends because the majority of our expenses are relatively fixed in the short-term. The majority of our expenses are personnel-related and include salaries, stock-based compensation, benefits and incentive-based compensation plan expenses. As a result, we have not experienced significant seasonal fluctuations in the timing of expenses from period to period.

Non-GAAP Financial Results

To supplement our consolidated financial statements, which are prepared and presented in accordance with GAAP, we provide investors with certain non-GAAP financial measures, including non-GAAP cost of revenues, non-GAAP gross margin, non-GAAP research and development expense, non-GAAP sales and marketing expense, non-GAAP general and administrative expense, non-GAAP operating income (loss), non-GAAP operating margin, non-GAAP net income (loss) and non-GAAP net income (loss) per share (collectively the “non-GAAP financial measures”). These non-GAAP financial measures exclude all or a combination of the following (as reflected in the following reconciliation tables): stock-based compensation expense, employer payroll tax expense related to employee stock plans, amortization of acquired intangible assets, acquisition-related costs, adjustments related to a financing lease obligation, the partial release of the valuation allowance due to acquisition and facility exit costs. The adjustments for the financing lease obligation are to reflect the expense we would have recorded if our build-to-suit lease arrangement had been deemed an operating lease instead of a financing lease and is calculated as the net of actual ground lease expense, depreciation and interest expense over estimated straight-line rent expense. In addition, non-GAAP financial measures include free cash flow, which represents cash from operations less purchases of property and equipment, and billings, which represents revenues plus the change in deferred revenue during the period. The presentation of the non-GAAP financial measures is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. We use these non-GAAP financial measures for financial and operational decision-making purposes and as a means to evaluate period-to-period comparisons. We believe that these non-GAAP financial measures provide useful information about our operating results, enhance the overall understanding of past financial performance and future prospects and allow for greater transparency with respect to key metrics used by management in our financial and operational decision making. In addition, these non-GAAP financial measures facilitate comparisons to competitors’ operating results.

We exclude stock-based compensation expense because it is non-cash in nature and excluding this expense provides meaningful supplemental information regarding our operational performance and allows investors the ability to make more meaningful comparisons between our operating results and those of other companies. We exclude employer payroll tax expense related to employee stock plans in order for investors to see the full effect that excluding that stock-based compensation expense had on our operating results. These expenses are tied to the exercise or vesting of underlying equity awards and the price of our common stock at the time of vesting or exercise, which may vary from period to period independent of the operating performance of our business. We also exclude amortization of acquired intangible assets, acquisition-related costs, the partial release of the valuation allowance due to acquisition, facility exit costs, and make adjustments related to a financing lease obligation from our non-GAAP financial measures because these are considered by management to be outside of our core operating results. Accordingly, we believe that excluding these expenses provides investors and management with greater visibility to the underlying performance of our business operations, facilitates comparison of our results with other periods and may also facilitate comparison with the results of other companies in our industry. We consider free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by the business that can be used for strategic opportunities, including investing in our business, making strategic acquisitions and strengthening our

balance sheet. We consider billings to be a useful measure for management and investors because it provides visibility into our sales activity for a particular period, which is not necessarily reflected in our revenues given that we recognize term licenses and subscriptions for cloud services ratably.

There are limitations in using non-GAAP financial measures because the non-GAAP financial measures are not prepared in accordance with GAAP, may be different from non-GAAP financial measures used by our competitors and exclude expenses that may have a material impact upon our reported financial results. Further, stock-based compensation expense has been and will continue to be for the foreseeable future a significant recurring expense in our business and an important part of the compensation provided to our employees. The non-GAAP financial measures are meant to supplement and be viewed in conjunction with GAAP financial measures.

The following table reconciles our net cash provided by operating activities to free cash flow for the fiscal years ended January 31, 2017, 2016 and 2015 (in thousands):

	Fiscal Year Ended January 31,		
	2017	2016	2015
Net cash provided by operating activities	\$ 201,834	\$ 155,622	\$ 103,980
Less purchases of property and equipment	(45,349)	(51,332)	(13,950)
Free cash flow (non-GAAP)	\$ 156,485	\$ 104,290	\$ 90,030
Net cash used in investing activities	\$ (127,461)	\$ (153,490)	\$ (645,160)
Net cash provided by (used in) financing activities	\$ (77,862)	\$ 35,485	\$ 31,610

The following table reconciles our GAAP to Non-GAAP Financial Measures for the fiscal year ended January 31, 2017 (in thousands, except per share amounts).

	GAAP	Stock-based compensation	Employer payroll tax on employee stock plans	Amortization of acquired intangible assets	Adjustments related to financing lease obligation	Adjustments related to facility exits	Non-GAAP
Cost of revenues	\$ 191,053	\$ (30,971)	\$ (801)	\$ (11,261)	\$ 849	\$ —	\$ 148,869
<i>Gross margin</i>	79.9 %	3.2%	0.1%	1.2%	(0.1)%	—%	84.3%
Research and development	295,850	(129,388)	(2,651)	(233)	1,713	—	165,291
Sales and marketing	653,524	(161,164)	(3,394)	(432)	3,508	—	492,042
General and administrative	153,359	(56,518)	(1,827)	—	745	(11,364)	84,395
Operating income (loss)	(343,831)	378,041	8,673	11,926	(6,815)	11,364	59,358
<i>Operating margin</i>	(36.2)%	39.7%	0.9%	1.3%	(0.7)%	1.2%	6.2%
Net income (loss)	\$(355,189)	\$ 378,041	\$ 8,673	\$ 11,926	\$ 890	\$ 11,364	\$ 55,705
Net income (loss) per share ⁽¹⁾	\$ (2.65)						\$ 0.41

⁽¹⁾ GAAP net loss per share calculated based on 133,910 weighted-average shares of common stock. Non-GAAP net income per share calculated based on 137,409 diluted weighted-average shares of common stock, which includes 3,499 potentially dilutive shares related to employee stock awards. GAAP to Non-GAAP net income (loss) per share is not reconciled due to the difference in the number of shares used to calculate basic and diluted weighted-average shares of common stock.

⁽²⁾ Includes \$7.7 million of interest expense related to the financing lease obligation.

The following table reconciles our GAAP to Non-GAAP Financial Measures for the fiscal year ended January 31, 2016 (in thousands, except per share amounts).

	GAAP	Stock-based compensation	Employer payroll tax on employee stock plans	Amortization of acquired intangible assets	Acquisition-related costs and income tax effects	Adjustments related to financing lease obligation	Non-GAAP
Cost of revenues	\$ 114,122	\$ (26,057)	\$ (953)	\$ (8,271)	\$ —	\$ —	\$ 78,841
<i>Gross margin</i>	82.9 %	3.9%	0.1%	1.3%	—%	—%	88.2%
Research and development	215,309	(89,197)	(2,837)	(296)	—	—	122,979
Sales and marketing	505,348	(130,054)	(3,442)	(623)	—	—	371,229
General and administrative	121,579	(46,949)	(1,736)	—	(1,993)	(888)	70,013
Operating income (loss)	(287,923)	292,257	8,968	9,190	1,993	888	25,373
<i>Operating margin</i>	(43.1)%	43.8%	1.3%	1.4%	0.3%	0.1%	3.8%
Net income (loss)	\$(278,772)	\$ 292,257	\$ 8,968	\$ 9,190	\$ (8,931) ⁽²⁾	888	\$ 23,600
Net income (loss) per share ⁽¹⁾	\$ (2.20)						\$ 0.18

⁽¹⁾ GAAP net loss per share calculated based on 126,746 weighted-average shares of common stock. Non-GAAP net income per share calculated based on 131,753 diluted weighted-average shares of common stock, which includes 5,007 potentially dilutive shares related to employee stock awards. GAAP to Non-GAAP net income (loss) per share is not reconciled due to the difference in the number of shares used to calculate basic and diluted weighted-average shares of common stock.

⁽²⁾ Includes \$10.9 million related to the partial release of the valuation allowance due to acquisition.

The following table reconciles our GAAP to Non-GAAP Financial Measures for the fiscal year ended January 31, 2015 (in thousands, except per share amounts).

	GAAP	Stock-based compensation	Employer payroll tax on employee stock plans	Amortization of acquired intangible assets	Adjustments related to financing lease obligation	Non-GAAP
Cost of revenues	\$ 68,378	\$ (17,189)	\$ (639)	\$ (3,004)	\$ —	\$ 47,546
<i>Gross Margin</i>	84.8 %	3.9%	0.1%	0.7%	—%	89.5%
Research and development	150,790	(60,777)	(3,219)	(776)	—	86,018
Sales and marketing	344,471	(90,064)	(2,850)	(597)	—	250,960
General and administrative	103,046	(46,149)	(2,160)	—	(666)	54,071
Operating income (loss)	(215,810)	214,179	8,868	4,377	666	12,280
<i>Operating margin</i>	(47.9)%	47.5%	2.0%	1.0%	0.1%	2.7%
Net income (loss)	\$ (217,116)	\$ 214,179	\$ 8,868	\$ 4,377	\$ 666	\$ 10,974
Net income (loss) per share ⁽¹⁾	\$ (1.81)					\$ 0.09

⁽¹⁾ GAAP net loss per share calculated based on 119,775 weighted-average shares of common stock. Non-GAAP net income per share calculated based on 127,139 diluted weighted-average shares of common stock, which includes 7,364 potentially dilutive shares related to employee stock awards. GAAP to Non-GAAP net income (loss) per share is not reconciled due to the difference in the number of shares used to calculate basic and diluted weighted-average shares of common stock.

The following table reconciles our total revenues to billings for the fiscal year ended January 31, 2017 (in thousands, except per share amounts).

Total revenues	\$ 949,955
Increase in deferred revenue	175,956
Billings (Non-GAAP)	<u>\$ 1,125,911</u>

The following table reconciles our total Splunk Cloud revenues to Splunk Cloud billings for the fiscal year ended January 31, 2017 (in thousands, except per share amounts).

Total Splunk Cloud revenues	\$	47,773
Increase in Splunk Cloud deferred revenue		47,745
Splunk Cloud billings (Non-GAAP)	\$	<u>95,518</u>

Components of Operating Results

Revenues

License revenues. License revenues reflect the revenues recognized from sales of licenses to new customers and additional licenses to existing customers. We are focused on acquiring new customers and increasing revenues from our existing customers as they realize the value of our software by indexing higher volumes of machine data and expanding the use of our software through additional use cases and broader deployment within their organizations. A majority of our license revenues consists of revenues from perpetual licenses, under which we generally recognize the license fee portion of the arrangement upfront, assuming all revenue recognition criteria are satisfied. Customers can also purchase term license agreements, under which we recognize the license fee ratably, on a straight-line basis, over the term of the license. Due to the differing revenue recognition policies, shifts in the mix between transactions that are recognized upfront and those that are recognized ratably from quarter to quarter could produce substantial variation in revenues recognized even if our sales remain consistent. In addition, seasonal trends that contribute to increased sales activity in the fourth fiscal quarter often result in lower sequential revenues in the first fiscal quarter, and we expect this trend to continue. Comparing our revenues on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance.

Maintenance and services revenues. Maintenance and services revenues consist of revenues from maintenance agreements and, to a lesser extent, professional services and training, as well as revenues from our cloud services. Typically, when purchasing a perpetual license, a customer also purchases one year of maintenance service for which we charge a percentage of the license fee. When a term license is purchased, maintenance service is typically bundled with the license for the term of the license period. Customers with maintenance agreements are entitled to receive support and unspecified upgrades and enhancements when and if they become available during the maintenance period. We recognize the revenues associated with maintenance agreements ratably, on a straight-line basis, over the associated maintenance period. In arrangements involving a term license, we recognize both the license and maintenance revenues over the contract period. We have a professional services organization focused on helping our customers deploy our software in highly complex operational environments and train their personnel. We recognize the revenues associated with these professional services on a time and materials basis as we deliver the services or provide the training. We expect maintenance and services revenues to become a larger percentage of our total revenues as our installed customer base grows. We generally recognize the revenues associated with our cloud services ratably, on a straight-line basis, over the associated subscription term.

Professional services and training revenues as a percentage of total revenues were 8% and 7% for the fiscal years ended January 31, 2017 and 2016, respectively. We have experienced continued growth in our professional services revenues primarily due to the deployment of our software with some customers that have large, highly complex IT environments.

Cost of Revenues

Cost of license revenues. Cost of license revenues includes all direct costs to deliver our products, including salaries, benefits, stock-based compensation and related expenses such as employer taxes, allocated overhead for facilities and IT and amortization of acquired intangible assets. We recognize these expenses as they are incurred.

Cost of maintenance and services revenues. Cost of maintenance and services revenues includes salaries, benefits, stock-based compensation and related expenses such as employer taxes for our maintenance and services organization, allocated overhead for depreciation of equipment, facilities and IT, amortization of acquired intangible assets and third-party hosting fees related to our cloud services. We recognize expenses related to our maintenance and services organization as they are incurred.

Operating Expenses

Our operating expenses are classified into three categories: research and development, sales and marketing and general and administrative. For each category, the largest component is personnel costs, which include salaries, employee benefit costs, bonuses, commissions as applicable, stock-based compensation and related expenses such as employer taxes. Operating

expenses also include allocated overhead costs for depreciation of equipment, facilities and IT. Allocated costs for facilities include costs for compensation of our facilities personnel, leasehold improvements and rent. Our allocated costs for IT include costs for compensation of our IT personnel and costs associated with our IT infrastructure. Operating expenses are generally recognized as incurred.

Research and development. Research and development expenses primarily consist of personnel and facility-related costs attributable to our research and development personnel. We have devoted our product development efforts primarily to enhancing the functionality and expanding the capabilities of our software and services. We expect that our research and development expenses will continue to increase, in absolute dollars, as we increase our research and development headcount to further strengthen and enhance our software and services and invest in the development of our solutions and apps.

Sales and marketing. Sales and marketing expenses primarily consist of personnel and facility-related costs for our sales, marketing and business development personnel, commissions earned by our sales personnel and the cost of marketing and business development programs. We expect that sales and marketing expenses will continue to increase, in absolute dollars, as we continue to hire additional personnel and invest in marketing programs.

General and administrative. General and administrative expenses primarily consist of personnel and facility-related costs for our executive, finance, legal, human resources and administrative personnel; our legal, accounting and other professional services fees; and other corporate expenses. We anticipate continuing to incur additional expenses due to growing our operations, including higher legal, corporate insurance and accounting expenses.

Interest and other income (expense), net

Interest and other income (expense), net consists primarily of foreign exchange gains and losses, interest income on our investments and cash and cash equivalents balances and changes in the fair value of forward exchange contracts.

Provision for income taxes

The provision for income taxes consists of federal, state and foreign income taxes. We recognize deferred tax assets and liabilities for the expected tax consequences of temporary differences between the tax basis of assets and liabilities and their reported amounts using enacted tax rates in effect for the year in which we expect the differences to reverse. We record a valuation allowance to reduce the deferred tax assets to the amount that we are more-likely-than-not to realize. Because of our history of U.S. net operating losses, we have established, in prior years, a full valuation allowance against potential future benefits for U.S. deferred tax assets including loss carry-forwards and research and development and other tax credits. We regularly assess the likelihood that our deferred income tax assets will be realized based on the realization guidance available. To the extent that we believe any amounts are not more-likely-than-not to be realized, we record a valuation allowance to reduce the deferred income tax assets. We regularly assess the need for the valuation allowance on our deferred tax assets, and to the extent that we determine that an adjustment is needed, such adjustment will be recorded in the period that the determination is made.

Critical Accounting Policies and Estimates

We prepare our consolidated financial statements in accordance with generally accepted accounting principles in the United States. The preparation of consolidated financial statements also requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from the estimates made by our management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected.

We believe that the assumptions and estimates associated with revenue recognition, share-based compensation, income taxes and business combinations have the greatest potential impact on our consolidated financial statements. Therefore, we consider these to be our critical accounting policies and estimates. Accordingly, we believe these are the most critical to fully understand and evaluate our financial condition and results of operations. For further information on all of our significant accounting policies, see Note 1 of our accompanying Notes to Consolidated Financial Statements included in Part II, Item 8, “Financial Statements and Supplementary Data” of this Annual Report on Form 10-K.

Results of Operations

The following tables set forth our results of operations for the periods presented and as a percentage of our total revenues for those periods. The period-to-period comparison of financial results is not necessarily indicative of financial results to be achieved in future periods.

	Fiscal Year Ended January 31,					
	2017		2016		2015	
	(in thousands and as % of revenues)					
Consolidated Statement of Operations Data:						
Revenues						
License	\$ 546,925	57.6 %	\$ 405,399	60.6 %	\$ 283,191	62.8 %
Maintenance and services	403,030	42.4	263,036	39.4	167,684	37.2
Total revenues	949,955	100.0	668,435	100.0	450,875	100.0
Cost of revenues						
License (1)	11,965	2.2	9,080	2.2	1,859	0.7
Maintenance and services (1)	179,088	44.4	105,042	39.9	66,519	39.7
Total cost of revenues	191,053	20.1	114,122	17.1	68,378	15.2
Gross profit	758,902	79.9	554,313	82.9	382,497	84.8
Operating expenses						
Research and development	295,850	31.1	215,309	32.2	150,790	33.4
Sales and marketing	653,524	68.8	505,348	75.6	344,471	76.4
General and administrative	153,359	16.1	121,579	18.2	103,046	22.9
Total operating expenses	1,102,733	116.1	842,236	126.0	598,307	132.7
Operating loss	(343,831)	(36.2)	(287,923)	(43.1)	(215,810)	(47.9)
Other income (expense), net						
Interest income (expense), net	(2,829)	(0.3)	1,798	0.3	754	0.3
Other income (expense), net	(3,022)	(0.3)	(519)	(0.1)	216	—
Total other income (expense), net	(5,851)	(0.6)	1,279	0.2	970	0.3
Loss before income taxes	(349,682)	(36.8)	(286,644)	(42.9)	(214,840)	(47.6)
Provision for income taxes (benefit)	5,507	0.6	(7,872)	(1.2)	2,276	0.6
Net loss	\$ (355,189)	(37.4)%	\$ (278,772)	(41.7)%	\$ (217,116)	(48.2)%

(1) Calculated as a percentage of the associated revenues.

Fiscal 2017, 2016 and 2015

Revenues

	Fiscal Year Ended January 31,			2017 to 2016 % Change	2016 to 2015 % Change
	2017	2016	2015		
	(in thousands)				
Revenues					
License	\$ 546,925	\$ 405,399	\$ 283,191	34.9%	43.2%
Maintenance and services	403,030	263,036	167,684	53.2%	56.9%
Total revenues	\$ 949,955	\$ 668,435	\$ 450,875	42.1%	48.3%
Percentage of revenues					
License	57.6%	60.6%	62.8%		
Maintenance and services	42.4	39.4	37.2		
Total	100.0%	100.0%	100.0%		

Fiscal 2017 compared to fiscal 2016. The increase in license revenues of \$141.5 million was primarily driven by increases in our total number of customers, sales to existing customers and an increase in the number of larger orders. For example, we had 1,942 and 1,447 orders greater than \$100,000 for the fiscal years ended January 31, 2017 and 2016, respectively. Our total number of Splunk customers increased from approximately 11,000 at January 31, 2016 to over 13,000 at January 31, 2017. The increase in maintenance and services revenues of \$140.0 million was due to increases in sales of our maintenance agreements resulting from the growth of our installed customer base, sales of our cloud services and sales of our professional services.

Fiscal 2016 compared to fiscal 2015. The increase in license revenues of \$122.2 million was primarily driven by increases in our total number of customers, sales to existing customers and an increase in the number of larger orders. For example, we had 1,447 and 1,112 orders greater than \$100,000 for the fiscal years ended January 31, 2016 and 2015, respectively. Our total number of Splunk customers increased from approximately 9,000 at January 31, 2015 to approximately 11,000 at January 31, 2016. The increase in maintenance and services revenues of \$95.4 million was due to increases in sales of maintenance agreements resulting from the growth of our installed customer base as well as sales of our professional services.

Cost of Revenues and Gross Margin

	Fiscal Year Ended January 31,			2017 to 2016 % Change	2016 to 2015 % Change
	2017	2016	2015		
	(in thousands)				
Cost of revenues (1)					
License	\$ 11,965	\$ 9,080	\$ 1,859	31.8%	388.4%
Maintenance and services	179,088	105,042	66,519	70.5%	57.9%
Total cost of revenues	\$ 191,053	\$ 114,122	\$ 68,378	67.4%	66.9%
Gross margin					
License	97.8%	97.8%	99.3%		
Maintenance and services	55.6%	60.1%	60.3%		
Total gross margin	79.9%	82.9%	84.8%		

(1) Includes stock-based compensation expense:

Cost of revenues	\$ 30,971	\$ 26,057	\$ 17,189
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Fiscal 2017 compared to fiscal 2016. Total cost of revenues increased \$76.9 million primarily due to a \$74.0 million increase in cost of maintenance and services revenues. The increase in cost of maintenance and services revenues was primarily related to an increase of \$30.2 million related to third-party hosting fees to support our cloud services, an increase of \$23.6 million in salaries and benefits expense, which includes a \$4.9 million increase in stock-based compensation expense due to increased headcount and an increase of \$14.5 million related to third-party consulting services. The \$2.9 million increase in cost of license revenues was primarily due to an increase in amortization expense related to acquired intangible assets. Maintenance and services gross margin decreased primarily due to the growth of our cloud revenues during the year. Total

gross margin decreased primarily due to maintenance and services revenues being a greater percentage of the overall revenue mix.

Fiscal 2016 compared to fiscal 2015. Total cost of revenues increased \$45.7 million primarily due to a \$38.5 million increase in cost of maintenance and services revenues. The increase in cost of maintenance and services revenues was primarily related to an increase of \$21.5 million in salaries and benefits expense, which includes a \$8.9 million increase in stock-based compensation expense due to increased headcount, an increase of \$9.9 million related to third-party hosting fees to support our cloud services and an increase of \$4.7 million related to third-party consulting services. The \$7.2 million increase in cost of license revenues was primarily due to a \$5.3 million increase in amortization expense related to acquired intangible assets. Total gross margin decreased slightly primarily due to amortization expense related to acquired intangible assets.

Operating Expenses

	Fiscal Year Ended January 31,			2017 to 2016 % Change	2016 to 2015 % Change
	2017	2016	2015		
	(in thousands)				
Operating expenses (1)					
Research and development	\$ 295,850	\$ 215,309	\$ 150,790	37.4%	42.8%
Sales and marketing	653,524	505,348	344,471	29.3%	46.7%
General and administrative	153,359	121,579	103,046	26.1%	18.0%
Total operating expenses	\$ 1,102,733	\$ 842,236	\$ 598,307	30.9%	40.8%
Percentage of revenues					
Research and development	31.1%	32.2%	33.4%		
Sales and marketing	68.8	75.6	76.4		
General and administrative	16.2	18.2	22.9		
Total	116.1%	126.0%	132.7%		

(1) Includes stock-based compensation expense:

Research and development	\$ 129,388	\$ 89,197	\$ 60,777
Sales and marketing	161,164	130,054	90,064
General and administrative	56,518	46,949	46,149
Total stock-based compensation expense	\$ 347,070	\$ 266,200	\$ 196,990

Research and development expense

Fiscal 2017 compared to fiscal 2016. Research and development expense increased \$80.5 million primarily due to a \$69.0 million increase in salaries and benefits, which includes a \$40.2 million increase in stock-based compensation expense, as we increased headcount as part of our focus on further developing and enhancing our products and services. The increase in stock-based compensation expense is partly related to the accelerated vesting of certain restricted shares of common stock. Additionally, we had an increase of \$7.9 million related to overhead costs including rent and utilities costs.

Fiscal 2016 compared to fiscal 2015. Research and development expense increased \$64.5 million primarily due to a \$56.2 million increase in salaries and benefits, which includes a \$28.4 million increase in stock-based compensation expense, as we increased headcount as part of our focus on further developing and enhancing our products and services. We also had an increase of \$7.4 million related to overhead costs including rent and utilities costs, as well as IT costs related to our operations.

Sales and marketing expense

Fiscal 2017 compared to fiscal 2016. Sales and marketing expense increased \$148.2 million primarily due to a \$116.6 million increase in salaries and benefits, which includes a \$31.1 million increase in stock-based compensation expense, as we increased headcount to expand our field sales organization and experienced higher commission expense as a result of increased customer orders. We experienced an increase of \$16.7 million in expenses due to increased facilities and overhead, an increase of \$10.2 million related to third-party consulting services and an increase of \$2.9 million in travel-related expenses due to increased travel from our growing field sales organization.

Fiscal 2016 compared to fiscal 2015. Sales and marketing expense increased \$160.9 million primarily due to a \$116.9 million increase in salaries and benefits, which includes a \$40.0 million increase in stock-based compensation expense, as we increased headcount to expand our field sales organization and experienced higher commission expense as a result of increased customer orders. We experienced an increase of \$18.6 million in expenses due to increased facilities and overhead, as well as an increase of \$10.6 million in marketing program fees, marketing events and advertising. Additionally, we had an increase of \$6.4 million in travel-related expenses due to increased travel from our growing field sales organization and an increase of \$5.3 million due to our sales kickoff and other sales related events.

General and administrative expense

Fiscal 2017 compared to fiscal 2016. General and administrative expense increased \$31.8 million primarily due to a \$15.4 million increase in salaries and benefits, which includes a \$9.6 million increase in stock-based compensation expense. Additionally, we had an increase of \$11.4 million in connection with a facility exit charge and the accelerated depreciation of property and equipment and an increase of \$3.2 million related to third-party consulting services.

Fiscal 2016 compared to fiscal 2015. General and administrative expense increased \$18.5 million primarily due to a \$11.9 million net increase in salaries and benefits, which includes a \$0.8 million net increase in stock-based compensation expense. The net increase in stock-based compensation expense reflects a gross increase of \$13.9 million, offset by a decrease of \$13.1 million as a result of the acceleration of stock-based compensation expense during the prior year's second fiscal quarter related to the return of two restricted stock unit grants from our then-serving Chief Executive Officer. Additionally, we experienced a \$2.9 million increase in legal expenses.

Interest and Other Income (Expense), net

	Fiscal Year Ended January 31,			2017 to 2016 % Change	2016 to 2015 % Change
	2017	2016	2015		
	(in thousands)				
Interest and other income (expense), net					
Interest income (expense), net	\$ (2,829)	\$ 1,798	\$ 754	(257.3)%	138.5 %
Other income (expense), net	(3,022)	(519)	216	482.3 %	(340.3)%
Total interest and other income (expense), net	\$ (5,851)	\$ 1,279	\$ 970	(557.5)%	31.9 %

Fiscal 2017 compared to fiscal 2016. Interest and other income (expense), net reflects a net increase in expense primarily due to an increase in interest expense from our financing lease obligation and an increase in foreign exchange losses.

Fiscal 2016 compared to fiscal 2015. Interest and other income (expense), net reflects a net increase in income primarily due to an increase in interest income from our investments.

Provision for Income Taxes

	Fiscal Year Ended January 31,			2017 to 2016 % Change	2016 to 2015 % Change
	2017	2016	2015		
	(in thousands)				
Provision for income taxes (benefit)	\$ 5,507	\$ (7,872)	\$ 2,276	(170.0)%	(445.9)%

Fiscal 2017 compared to fiscal 2016. The increase in income tax expense was primarily due to the absence of a partial release of the valuation allowance from the acquisition of Caspida. Additionally, we experienced an increase in taxable income in our foreign operations.

Fiscal 2016 compared to fiscal 2015. The decrease in income tax expense was primarily due to a partial release of the deferred tax asset valuation allowance from the acquisition of Caspida, partially offset by an increase in taxable income in our foreign operations. The net deferred tax liability from the acquisition of Caspida provided an additional source of taxable income to support the realizability of the pre-existing deferred tax assets and as a result, we released a portion of the deferred tax asset valuation allowance.

Quarterly Results of Operations

The following table sets forth our unaudited quarterly statements of operations data for the last eight fiscal quarters. The information for each of these quarters has been prepared on the same basis as the audited annual financial statements included elsewhere in this annual report and, in the opinion of management, includes all adjustments, which includes only normal recurring adjustments, necessary for the fair statement of the results of operations for these periods. This data should be read in conjunction with our audited consolidated financial statements and related notes included elsewhere in this annual report. These quarterly operating results are not necessarily indicative of our operating results for any future period.

	Three Months Ended							
	Jan 31, 2017	Oct 31, 2016	July 31, 2016	Apr 30, 2016	Jan 31, 2016	Oct 31, 2015	July 31, 2015	Apr 30, 2015
	(in thousands, except per share amounts)							
Consolidated Statement of Operations Data:								
Revenues								
License	\$ 190,513	\$ 139,725	\$ 115,695	\$ 100,992	\$ 141,403	\$ 104,164	\$ 87,960	\$ 71,872
Maintenance and services	115,948	105,064	97,058	84,960	78,621	70,256	60,366	53,793
Total revenues	<u>306,461</u>	<u>244,789</u>	<u>212,753</u>	<u>185,952</u>	<u>220,024</u>	<u>174,420</u>	<u>148,326</u>	<u>125,665</u>
Cost of revenues								
License	3,252	2,883	2,868	2,962	2,970	3,136	1,813	1,161
Maintenance and services	55,011	45,791	41,748	36,538	32,436	27,455	23,227	21,924
Total cost of revenues (1)	<u>58,263</u>	<u>48,674</u>	<u>44,616</u>	<u>39,500</u>	<u>35,406</u>	<u>30,591</u>	<u>25,040</u>	<u>23,085</u>
Gross profit	<u>248,198</u>	<u>196,115</u>	<u>168,137</u>	<u>146,452</u>	<u>184,618</u>	<u>143,829</u>	<u>123,286</u>	<u>102,580</u>
Operating expenses								
Research and development (1)	75,596	85,659	67,224	67,371	66,117	56,186	48,308	44,698
Sales and marketing (1)	190,815	167,330	150,228	145,151	161,442	130,131	111,786	101,989
General and administrative (1)	52,895	34,079	34,312	32,073	36,090	29,857	28,760	26,872
Total operating expenses	<u>319,306</u>	<u>287,068</u>	<u>251,764</u>	<u>244,595</u>	<u>263,649</u>	<u>216,174</u>	<u>188,854</u>	<u>173,559</u>
Operating loss	<u>(71,108)</u>	<u>(90,953)</u>	<u>(83,627)</u>	<u>(98,143)</u>	<u>(79,031)</u>	<u>(72,345)</u>	<u>(65,568)</u>	<u>(70,979)</u>
Interest and other income (expense), net								
Interest income (expense), net	(806)	(823)	(797)	(403)	636	377	425	360
Other income (expense), net	(486)	(348)	(1,063)	(1,125)	(42)	(271)	(295)	89
Total interest and other income (expense), net	<u>(1,292)</u>	<u>(1,171)</u>	<u>(1,860)</u>	<u>(1,528)</u>	<u>594</u>	<u>106</u>	<u>130</u>	<u>449</u>
Loss before income taxes	<u>(72,400)</u>	<u>(92,124)</u>	<u>(85,487)</u>	<u>(99,671)</u>	<u>(78,437)</u>	<u>(72,239)</u>	<u>(65,438)</u>	<u>(70,530)</u>
Income tax provision (benefit)	1,805	1,367	1,110	1,225	886	735	(10,149)	656
Net loss	<u>\$ (74,205)</u>	<u>\$ (93,491)</u>	<u>\$ (86,597)</u>	<u>\$ (100,89)</u>	<u>\$ (79,323)</u>	<u>\$ (72,974)</u>	<u>\$ (55,289)</u>	<u>\$ (71,186)</u>
Net loss per share, basic and diluted:								
	<u>\$ (0.54)</u>	<u>\$ (0.69)</u>	<u>\$ (0.65)</u>	<u>\$ (0.77)</u>	<u>\$ (0.61)</u>	<u>\$ (0.57)</u>	<u>\$ (0.44)</u>	<u>\$ (0.57)</u>

(1) Includes stock-based compensation expense as follows:

	Three Months Ended							
	Jan 31, 2017	Oct 31, 2016	July 31, 2016	Apr 30, 2016	Jan 31, 2016	Oct 31, 2015	July 31, 2015	Apr 30, 2015
	(in thousands)							
Cost of revenues	\$ 8,496	\$ 7,610	\$ 7,310	\$ 7,555	\$ 7,479	\$ 6,384	\$ 5,662	\$ 6,532
Research and development	27,085	45,355	27,742	29,206	27,287	22,534	19,301	20,075
Sales and marketing	42,810	38,750	39,371	40,233	38,987	33,247	28,210	29,610
General and administrative	14,403	13,299	14,440	14,376	14,622	11,999	10,436	9,892

	Three Months Ended							
	Jan 31, 2017	Oct 31, 2016	July 31, 2016	Apr 30, 2016	Jan 31, 2016	Oct 31, 2015	July 31, 2015	Apr 30, 2015
	(as % of revenues)							
Consolidated Statement of Operations Data:								
Revenues								
License	62.2 %	57.1 %	54.4 %	54.3 %	64.3 %	59.7 %	59.3 %	57.2 %
Maintenance and services	37.8	42.9	45.6	45.7	35.7	40.3	40.7	42.8
Total revenues	100.0	100.0	100.0	100.0	100.0	100.0	100.0	100.0
Cost of revenues								
License (1)	1.7	2.1	2.5	2.9	2.1	3.0	2.1	1.6
Maintenance and services (1)	47.4	43.6	43.0	43.0	41.3	39.1	38.5	40.8
Total cost of revenues	19.0	19.9	21.0	21.2	16.1	17.5	16.9	18.4
Gross profit	81.0	80.1	79.0	78.8	83.9	82.5	83.1	81.6
Operating expenses								
Research and development	24.7	35.0	31.6	36.2	30.0	32.2	32.6	35.6
Sales and marketing	62.3	68.4	70.6	78.1	73.4	74.6	75.4	81.2
General and administrative	17.2	13.9	16.1	17.3	16.4	17.2	19.3	21.3
Total operating expenses	104.2	117.3	118.3	131.6	119.8	124.0	127.3	138.1
Operating loss	(23.2)	(37.2)	(39.3)	(52.8)	(35.9)	(41.5)	(44.2)	(56.5)
Interest and other income (expense), net								
Interest income (expense), net	(0.2)	(0.3)	(0.4)	(0.2)	0.3	0.2	0.3	0.3
Other income (expense), net	(0.2)	(0.1)	(0.5)	(0.6)	—	(0.1)	(0.2)	0.1
Total interest and other income (expense), net	(0.4)	(0.4)	(0.9)	(0.8)	0.3	0.1	0.1	0.4
Loss before income taxes	(23.6)	(37.6)	(40.2)	(53.6)	(35.6)	(41.4)	(44.1)	(56.1)
Income tax provision (benefit)	0.6	0.6	0.5	0.7	0.5	0.4	(6.8)	0.5
Net loss	(24.2)%	(38.2)%	(40.7)%	(54.3)%	(36.1)%	(41.8)%	(37.3)%	(56.6)%

(1) This percentage is calculated as a percentage of the associated revenues.

Seasonality, Cyclicity and Quarterly Trends

Our quarterly results reflect seasonality in the sale of our offerings. Historically, a pattern of increased license sales in the fourth fiscal quarter as a result of industry buying patterns has positively impacted sales activity in that period, which can result in lower sequential revenue in the first fiscal quarter. We expect this seasonality to continue in fiscal 2018 and beyond. Our gross margins and operating losses have been affected by these historical trends because the majority of our expenses are relatively fixed in the short term. The timing of revenues in relation to our expenses, much of which does not vary directly with

revenues, has an impact on the cost of revenues, research and development expense, sales and marketing expense and general and administrative expense as a percentage of revenues in each fiscal quarter during the year. The majority of our expenses are personnel-related and include salaries, stock-based compensation, benefits and incentive-based compensation plan expenses. As a result, we have not experienced significant seasonal fluctuations in the timing of expenses from period to period. Although these seasonal factors are common in the technology industry, historical patterns should not be considered a reliable indicator of our future sales activity or performance.

As is typical in the software industry, we expect a significant portion of our product license orders to be received in the last month of each fiscal quarter. We typically ship products shortly after the receipt of an order. We may have backlog consisting of product license orders that have not shipped and maintenance, professional and training services that have not been billed and for which the services have not yet been performed. Historically, our backlog has varied from quarter to quarter and has been immaterial to our total revenues.

Liquidity and Capital Resources

	As of January 31,		
	2017	2016	2015
	(in thousands)		
Cash and cash equivalents	\$ 421,346	\$ 424,541	\$ 387,315
Investments, current portion	662,096	584,498	462,849
Investments, non-current	5,000	1,500	165,082
	Fiscal Year Ended January 31,		
	2017	2016	2015
	(in thousands)		
Cash provided by operating activities	\$ 201,834	\$ 155,622	\$ 103,980
Cash used in investing activities	(127,461)	(153,490)	(645,160)
Cash provided by (used in) financing activities	(77,862)	35,485	31,610

We fund our operations primarily through cash generated from operations. At January 31, 2017, our cash and cash equivalents of \$421.3 million were held for working capital purposes, a majority of which were invested in money market funds. We intend to continue to focus our capital expenditures in fiscal 2018 to support the growth in our operations and our global facility expansions. We believe that our existing cash and cash equivalents will be sufficient to meet our anticipated cash needs for at least the next 12 months. Our future capital requirements will depend on many factors including our growth rate, the timing and extent of spending to support development efforts, the expansion of sales and marketing activities, the introduction of new and enhanced software and services offerings, the continuing market acceptance of our offerings and our planned investments, particularly in our product development efforts or acquisitions of complementary businesses, applications or technologies.

Operating Activities

Operating activities consist of our net loss adjusted for certain non-cash items and changes in operating assets and liabilities during the year.

Net cash provided by operating activities was \$201.8 million for the year ended January 31, 2017 compared to \$155.6 million from the prior year. The increase in net cash provided by operating activities was primarily related to the growth of our business, as we experienced increased sales of our products and services and the related support agreements. The primary working capital sources of cash were an increase in deferred revenue and accrued expenses and other liabilities for fiscal 2017 compared to fiscal 2016. The primary working capital uses of cash were an increase in prepaid expenses and a decrease in accrued payroll and compensation for fiscal 2017 compared to fiscal 2016.

Net cash provided by operating activities was \$155.6 million for the year ended January 31, 2016 compared to \$104.0 million from the prior year. The increase in net cash provided by operating activities was primarily related to the growth of our business, as we experienced increased sales of our products and services and the related support agreements. The primary working capital sources of cash were an increase in deferred revenue and a decrease in prepaid expenses for fiscal 2016 compared to fiscal 2015. The primary working capital use of cash was a decrease in accrued expenses and other liabilities for fiscal 2016 compared to fiscal 2015.

Investing Activities

Net cash used in investing activities was \$127.5 million for the year ended January 31, 2017 compared to \$153.5 million from the prior year. The decrease in cash used in investing activities was primarily related to a decrease of \$142.7 million in cash used for acquisitions and a decrease of \$6.0 million in capital expenditures, partially offset by an increase of \$120.6 million in the net purchases of investments.

Net cash used in investing activities was \$153.5 million for the year ended January 31, 2016 compared to \$645.2 million from the prior year. The decrease in cash used in investing activities was primarily related to a decrease of \$670.7 million in the net purchases of investments, partially offset by an increase of \$140.2 million in cash used for acquisitions and an increase of \$37.4 million in capital expenditures.

Financing Activities

Net cash used in financing activities was \$77.9 million for the year ended January 31, 2017 compared to net cash provided by financing activities of \$35.5 million from the prior year. The increase in cash used in investing activities was primarily related to an increase of \$113.7 million in taxes paid related to net share settlement of equity awards and a decrease of \$7.5 million in proceeds from the exercise of stock options, partially offset by the increase of \$8.1 million in proceeds from our employee stock purchase plan.

Net cash provided by financing activities was \$35.5 million for the year ended January 31, 2016 compared to \$31.6 million from the prior year. The increase in cash provided by investing activities was primarily related to an increase of \$4.8 million in proceeds from our employee stock purchase plan.

Loan and Security Agreement

On May 9, 2013 we entered into a Loan Agreement with Silicon Valley Bank, which was most recently amended in May 2015. As amended, the agreement provides for a revolving line of credit facility, which expires May 9, 2017. Under the agreement, we are able to borrow up to \$25 million. Interest on any drawdown under the revolving line of credit accrues either at the prime rate (3.75% in January 2017) or the LIBOR rate plus 2.75%. As of January 31, 2017, we had no balance outstanding under this agreement. The agreement includes restrictive covenants, in each case subject to certain exceptions, that limit our ability to: sell or otherwise dispose of our business or property; change our business, liquidate or dissolve or undergo a change in control; enter into mergers, consolidations and acquisitions; incur indebtedness; create liens; pay dividends or make distributions; make investments; enter into material transactions with affiliates; pay any subordinated debt or amend certain terms thereof; or become an investment company.

In addition, the agreement contains customary financial covenants and other affirmative and negative covenants. We were in compliance with all covenants as of January 31, 2017.

Contractual Payment Obligations

Operating Lease Commitments

We lease our office spaces under non-cancelable leases. Rent expense for our operating leases was \$28.1 million, \$11.9 million and \$9.8 million during fiscal 2017, 2016 and 2015, respectively.

On August 24, 2015, we entered into an office lease for approximately 235,000 square feet located at 3098 Olsen Drive, San Jose, California for a term of 129 months. Rent expense for this lease commenced in the third quarter of fiscal 2017. Our total obligation for the base rent is approximately \$120.5 million.

The following summarizes our operating lease commitments as of January 31, 2017 (in thousands):

	Payments Due by Period*				
	Total	Less Than 1 year	1-3 years	3-5 years	More Than 5 years
Operating lease commitments *	\$ 177,160	\$ 20,399	\$ 44,582	\$ 36,745	\$ 75,434

* We entered into sublease agreements for portions of our office space and the future rental income of \$1.0 million from these agreements has been included as an offset to our future minimum rental payments.

Financing Lease Obligation

On April 29, 2014, we entered into an office lease (the "Lease") for approximately 182,000 square feet located at 270 Brannan Street, San Francisco, California (the "Premises"). The Premises is allocated between the "Initial Premises" and "Additional Premises," which are each approximately 91,000 square feet of rentable space. The term of the Additional Premises begins one year after the Initial Premises and each have a term of 84 months. Our total obligation for the base rent is approximately \$92.0 million. On May 13, 2014, we entered into an irrevocable, standby letter of credit with Silicon Valley Bank for \$6.0 million to serve as a security deposit for the Lease.

As a result of our involvement during the construction period, whereby we had certain indemnification obligations related to the construction, we were considered for accounting purposes only, the owner of the construction project under build-to-suit lease accounting. We have recorded project construction costs incurred by the landlord as an asset and a corresponding long term liability in "Property and equipment, net" and "Other liabilities, non-current," respectively, on our consolidated balance sheets. We moved into the Premises in February 2016. We have determined that the lease does not meet the criteria for "sale-leaseback" treatment, due to our continuing involvement in the project resulting from our standby letter of credit. Accordingly, the Lease will continue to be accounted for as a financing obligation.

As of January 31, 2017, future payments on the financing lease obligation are as follows (in thousands):

Fiscal Period:	
Fiscal 2018	\$ 11,683
Fiscal 2019	12,510
Fiscal 2020	12,886
Fiscal 2021	13,272
Fiscal 2022	13,670
Thereafter	21,977
Total future minimum lease payments	<u>\$ 85,998</u>

Facility Exit Costs

In fiscal 2017, we relocated certain corporate offices in the San Francisco Bay Area and as a result, some of our leased office spaces are no longer in use. Accordingly, we calculated and recorded a liability at the "cease-use" date related to those operating leases based on the difference between the present value of the estimated future sublease rental income and the present value of our remaining lease obligations, adjusted for the effects of any prepaid or deferred items. We recorded a facility exit charge of approximately \$8.6 million to "General and administrative" expenses in the consolidated statements of operations associated with the recognition of the liability. The short-term portion of the liability is recorded in "Accrued expenses and other liabilities" and the long-term portion of the liability is recorded in "Other liabilities, non-current," on the consolidated balance sheets. In addition, we also recognized \$2.7 million of expense related to the acceleration of depreciation on certain property and equipment related to these facility exits.

Off-Balance Sheet Arrangements

During fiscal 2017, 2016 and 2015, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Indemnification Arrangements

During the ordinary course of business, we may indemnify, hold harmless and agree to reimburse for losses suffered or incurred, our customers, vendors and their affiliates for certain intellectual property infringement and other claims by third parties with respect to our offerings, in connection with our commercial end-user license arrangements or related to general business dealings with those parties.

As permitted under Delaware law, we have entered into indemnification agreements with our officers and directors, indemnifying them for certain events or occurrences while they serve as officers or directors of the company.

To date, there have not been any costs incurred in connection with such indemnification obligations; therefore, there is no accrual of such amounts at January 31, 2017. We are unable to estimate the maximum potential impact of these indemnifications on our future results of operations.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

We had cash and cash equivalents of \$421.3 million as of January 31, 2017. We hold our cash and cash equivalents for working capital purposes. Our cash and cash equivalents are held in cash deposits and money market funds. The primary objective of our investment activities is to preserve principal while maximizing yields without significantly increasing risk. This objective is accomplished by making diversified investments, consisting only of investment grade securities. During the fiscal years ended January 31, 2017 and 2016, the effect of a hypothetical 10% increase or decrease in overall interest rates would not have had a material impact on our interest income.

Any draws under our revolving credit facility bear interest at a variable rate tied to the prime rate or the LIBOR rate. As of January 31, 2017, we had no balance outstanding under this agreement.

Foreign Currency Exchange Risk

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates. All of our revenues are generated in U.S. dollars. Our expenses are generally denominated in the currencies in which our operations are located, which is primarily in the United States and to a lesser extent in Europe and Asia. Our results of operations and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign exchange rates. We seek to minimize the impact of certain foreign currency fluctuations by hedging certain balance sheet exposures with foreign currency forward contracts. Any gain or loss from settling these contracts is offset by the loss or gain derived from the underlying balance sheet exposures. We do not enter into any hedging contracts for trading or speculative purposes. The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have a material impact on our historical consolidated financial statements. As our international operations grow, we will continue to reassess our approach to manage our risk relating to fluctuations in currency rates.

Inflation

We do not believe that inflation had a material effect on our business, financial condition or results of operations in the last three fiscal years. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Recent Accounting Pronouncements

For recent accounting pronouncements, see Note 1 of our accompanying Notes to Consolidated Financial Statements included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

Item 8. Financial Statements and Supplementary Data

Splunk Inc.

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The supplementary financial information required by this Item 8, is included in Part II, Item 7 under the caption "Quarterly Results of Operations," which is incorporated herein by reference.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Splunk Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of comprehensive loss, of stockholders' equity and of cash flows present fairly, in all material respects, the financial position of Splunk Inc. and its subsidiaries at January 31, 2017 and January 31, 2016, and the results of their operations and their cash flows for each of the three years in the period ended January 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 31, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
San Jose, California
March 29, 2017

Splunk Inc.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	<u>January 31, 2017</u>	<u>January 31, 2016</u>
ASSETS		
Current assets		
Cash and cash equivalents	\$ 421,346	\$ 424,541
Investments, current portion	662,096	584,498
Accounts receivable, net	238,281	181,665
Prepaid expenses and other current assets	38,650	26,565
Total current assets	<u>1,360,373</u>	<u>1,217,269</u>
Investments, non-current	5,000	1,500
Property and equipment, net	166,395	134,995
Intangible assets, net	37,713	49,482
Goodwill	124,642	123,318
Other assets	24,423	10,275
Total assets	<u>\$ 1,718,546</u>	<u>\$ 1,536,839</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 7,503	\$ 4,868
Accrued payroll and compensation	100,092	95,898
Accrued expenses and other liabilities	81,071	49,879
Deferred revenue, current portion	478,707	347,121
Total current liabilities	<u>667,373</u>	<u>497,766</u>
Deferred revenue, non-current	146,752	102,382
Other liabilities, non-current	99,260	77,277
Total non-current liabilities	<u>246,012</u>	<u>179,659</u>
Total liabilities	<u>913,385</u>	<u>677,425</u>
Commitments and contingencies (Note 3)		
Stockholders' equity		
Preferred stock: \$0.001 par value; 20,000,000 shares authorized; no shares issued or outstanding at January 31, 2017 and January 31, 2016	—	—
Common stock: \$0.001 par value; 1,000,000,000 shares authorized; 137,169,481 shares issued and outstanding at January 31, 2017, and 131,543,467 shares issued and outstanding at January 31, 2016	137	132
Accumulated other comprehensive loss	(3,013)	(3,770)
Additional paid-in capital	1,828,821	1,528,647
Accumulated deficit	(1,020,784)	(665,595)
Total stockholders' equity	<u>805,161</u>	<u>859,414</u>
Total liabilities and stockholders' equity	<u>\$ 1,718,546</u>	<u>\$ 1,536,839</u>

The accompanying notes are an integral part of these consolidated financial statements.

Splunk Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	Fiscal Year Ended January 31,		
	2017	2016	2015
Revenues			
License	\$ 546,925	\$ 405,399	\$ 283,191
Maintenance and services	403,030	263,036	167,684
Total revenues	949,955	668,435	450,875
Cost of revenues (1)			
License	11,965	9,080	1,859
Maintenance and services	179,088	105,042	66,519
Total cost of revenues	191,053	114,122	68,378
Gross profit	758,902	554,313	382,497
Operating expenses (1)			
Research and development	295,850	215,309	150,790
Sales and marketing	653,524	505,348	344,471
General and administrative	153,359	121,579	103,046
Total operating expenses	1,102,733	842,236	598,307
Operating loss	(343,831)	(287,923)	(215,810)
Interest and other income (expense), net			
Interest income (expense), net	(2,829)	1,798	754
Other income (expense), net	(3,022)	(519)	216
Total interest and other income (expense), net	(5,851)	1,279	970
Loss before income taxes	(349,682)	(286,644)	(214,840)
Provision for income taxes (benefit)	5,507	(7,872)	2,276
Net loss	\$ (355,189)	\$ (278,772)	\$ (217,116)
Basic and diluted net loss per share	\$ (2.65)	\$ (2.20)	\$ (1.81)
Weighted-average shares used in computing basic and diluted net loss per share	133,910	126,746	119,775

(1) Amounts include stock-based compensation expense, as follows:

Cost of revenues	\$ 30,971	\$ 26,057	\$ 17,189
Research and development	129,388	89,197	60,777
Sales and marketing	161,164	130,054	90,064
General and administrative	56,518	46,949	46,149

The accompanying notes are an integral part of these consolidated financial statements.

Splunk Inc.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands)

	Fiscal Year Ended January 31,		
	2017	2016	2015
Net loss	\$ (355,189)	\$ (278,772)	\$ (217,116)
Other comprehensive income (loss):			
Net unrealized gain (loss) on investments (net of tax)	(174)	(66)	2
Foreign currency translation adjustments	931	(2,867)	(897)
Total other comprehensive income (loss)	757	(2,933)	(895)
Comprehensive loss	\$ (354,432)	\$ (281,705)	\$ (218,011)

The accompanying notes are an integral part of these consolidated financial statements.

Splunk Inc.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except share amounts)

	Common Stock			Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	58 \$				
Balances at January 31, 2014	116,099,516	\$ 116	\$ 954,441	\$	58	\$ (169,707)	\$ 784,908
Stock-based compensation	—	—	214,179	—	—	—	214,179
Issuance of common stock upon exercise of options	4,213,746	4	16,788	—	—	—	16,792
Vesting of early exercised options	—	—	112	—	—	—	112
Vesting of restricted stock units	2,862,027	3	(3)	—	—	—	—
Issuance of common stock upon ESPP purchase	363,203	—	14,494	—	—	—	14,494
Excess tax benefits from employee stock plans	—	—	847	—	—	—	847
Unrealized gain from investments	—	—	—	2	—	—	2
Net change in cumulative translation adjustments	—	—	—	(897)	—	—	(897)
Net loss	—	—	—	—	—	(217,116)	(217,116)
Balances at January 31, 2015	123,538,492	123	1,200,858	(837)	—	(386,823)	813,321
Stock-based compensation	—	—	292,257	—	—	—	292,257
Issuance of common stock upon exercise of options	2,755,556	3	15,266	—	—	—	15,269
Vesting of early exercised options	—	—	55	—	—	—	55
Vesting of restricted stock units	4,136,073	5	(5)	—	—	—	—
Issuance of common stock upon ESPP purchase	441,564	—	19,342	—	—	—	19,342
Issuance of restricted stock awards	671,782	1	—	—	—	—	1
Excess tax benefits from employee stock plans	—	—	874	—	—	—	874
Unrealized loss from investments	—	—	—	(66)	—	—	(66)
Net change in cumulative translation adjustments	—	—	—	(2,867)	—	—	(2,867)
Net loss	—	—	—	—	—	(278,772)	(278,772)
Balances at January 31, 2016	131,543,467	132	1,528,647	(3,770)	—	(665,595)	859,414
Stock-based compensation	—	—	378,041	—	—	—	378,041
Issuance of common stock upon exercise of options	1,642,599	2	7,746	—	—	—	7,748
Vesting of restricted stock units	3,571,873	3	—	—	—	—	3
Taxes paid related to net share settlement of equity awards	—	—	(113,707)	—	—	—	(113,707)
Issuance of common stock upon ESPP purchase	597,545	—	27,412	—	—	—	27,412
Forfeited restricted stock awards	(186,003)	—	—	—	—	—	—
Excess tax benefits from employee stock plans	—	—	682	—	—	—	682
Unrealized loss from investments	—	—	—	(174)	—	—	(174)
Net change in cumulative translation adjustments	—	—	—	931	—	—	931
Net loss	—	—	—	—	—	(355,189)	(355,189)
Balances at January 31, 2017	137,169,481	137	1,828,821	(3,013)	—	(1,020,784)	805,161

The accompanying notes are an integral part of these consolidated financial statements.

Splunk Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Fiscal Year Ended January 31,		
	2017	2016	2015
Cash flows from operating activities			
Net loss	\$ (355,189)	\$ (278,772)	\$ (217,116)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	32,113	19,491	12,494
Amortization of investment premiums	840	1,332	775
Stock-based compensation expense	378,041	292,257	214,179
Deferred income taxes	(326)	(11,140)	(327)
Excess tax benefits from employee stock plans	(682)	(874)	(847)
Facility exit charge	8,625	—	—
Accelerated depreciation of property and equipment	2,739	—	—
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable, net	(56,616)	(53,252)	(45,065)
Prepaid expenses, other current and non-current assets	(25,726)	4,675	(11,284)
Accounts payable	2,720	965	1,766
Accrued payroll and compensation	4,194	30,026	21,344
Accrued expenses and other liabilities	35,145	5,496	16,297
Deferred revenue	175,956	145,418	111,764
Net cash provided by operating activities	<u>201,834</u>	<u>155,622</u>	<u>103,980</u>
Cash flows from investing activities			
Purchases of investments	(683,787)	(480,610)	(820,710)
Maturities of investments	605,175	522,645	192,000
Acquisitions, net of cash acquired	—	(142,693)	(2,500)
Purchases of property and equipment	(45,349)	(51,332)	(13,950)
Other investment activities	(3,500)	(1,500)	—
Net cash used in investing activities	<u>(127,461)</u>	<u>(153,490)</u>	<u>(645,160)</u>
Cash flows from financing activities			
Proceeds from exercise of stock options	7,751	15,269	16,792
Excess tax benefits from employee stock plans	682	874	847
Proceeds from employee stock purchase plan	27,412	19,342	14,494
Taxes paid related to net share settlement of equity awards	(113,707)	—	—
Payment related to financing lease obligation	—	—	(523)
Net cash provided by (used in) financing activities	<u>(77,862)</u>	<u>35,485</u>	<u>31,610</u>
Effect of exchange rate changes on cash and cash equivalents	294	(391)	(568)
Net increase (decrease) in cash and cash equivalents	(3,195)	37,226	(510,138)
Cash and cash equivalents			
Beginning of period	424,541	387,315	897,453
End of period	<u>\$ 421,346</u>	<u>\$ 424,541</u>	<u>\$ 387,315</u>
Supplemental disclosures			
Cash paid for income taxes	\$ 3,021	\$ 1,408	\$ 1,080
Cash paid for interest expense related to financing lease obligation	4,132	—	—
Non-cash investing and financing activities			
Increase (decrease) in accrued purchases of property and equipment	(1,121)	(775)	1,057
Vesting of early exercised options	—	56	112
Increase in capitalized construction costs related to build-to-suit lease	10,065	42,825	29,360

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Description of the Business and Significant Accounting Policies

Business

Splunk Inc. (“we,” “us,” “our”) provides innovative software solutions that enable organizations to gain real-time operational intelligence by harnessing the value of their data. Our offerings enable users to collect, index, search, explore, monitor, correlate and analyze data regardless of format or source. Our offerings address large and diverse data sets, commonly referred to as big data, and are specifically tailored for machine data. Machine data is produced by nearly every software application and electronic device and contains a definitive, time-stamped record of various activities, such as transactions, customer and user activities and security threats. Our offerings help users derive new insights from machine data that can be used to, among other things, improve service levels, reduce operational costs, mitigate security risks, demonstrate and maintain compliance, and drive better business decisions. We were incorporated in California in October 2003 and reincorporated in Delaware in May 2006.

Fiscal Year

Our fiscal year ends on January 31. References to fiscal 2017, for example, refer to the fiscal year ended January 31, 2017.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting periods covered by the financial statements and accompanying notes. In particular, we make estimates with respect to the fair value of multiple elements in revenue recognition, uncollectible accounts receivable, the assessment of the useful life and recoverability of long-lived assets (property and equipment, goodwill and identified intangibles), stock-based compensation expense, the fair value of assets acquired and liabilities assumed for business combinations, income taxes, leases and contingencies. Actual results could differ from those estimates.

Segments

We operate our business as one operating segment: the development and marketing of software solutions that enable our customers to gain real-time operational intelligence by harnessing the value of their data. Our chief operating decision maker is our Chief Executive Officer, who reviews financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance and allocating resources.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Splunk Inc. and its direct and indirect wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated upon consolidation.

Foreign Currency

The functional currency of our foreign subsidiaries is their respective local currency. Translation adjustments arising from the use of differing exchange rates from period to period are included in "Accumulated other comprehensive loss" within the consolidated statements of stockholders' equity. Foreign currency transaction gains and losses are included in "Other income (expense), net" and were not material for the three years ended January 31, 2017. All assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the exchange rate on the balance sheet date. Expenses are translated at the average exchange rate during the period. Equity transactions are translated using historical exchange rates.

Foreign Currency Contracts

We use foreign currency forward contracts as a part of our strategy to manage exposure related to foreign currency denominated monetary assets and liabilities. These contracts typically have maturities of one month. They are not designated as cash flow or fair value hedges under ASC Topic 815, Derivatives and Hedging. These contracts hedge assets and liabilities that

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

are denominated in foreign currencies and are carried at fair value as either assets or liabilities on the consolidated balance sheets with changes in the fair value recorded to "Other income (expense), net" in the consolidated statements of operations.

Business Combinations

We use our best estimates and assumptions to allocate the fair value of purchase consideration to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Our estimates are inherently uncertain and subject to refinement. During the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill. In addition, uncertain tax positions and tax-related valuation allowances are initially established in connection with a business combination as of the acquisition date. We continue to collect information and reevaluate these estimates and assumptions quarterly and record any adjustments to our preliminary estimates to goodwill provided that we are within the measurement period. Upon the conclusion of the final determination of the fair value of assets acquired or liabilities assumed during the measurement period, any subsequent adjustments are recorded to our consolidated statements of operations.

Revenue Recognition

We generate revenues primarily in the form of software license fees and related maintenance and services fees. License fees include perpetual license fees, term license fees and royalties. Maintenance and services primarily consist of fees for maintenance services (including support and unspecified upgrades and enhancements when and if they are available), training, professional services that are not essential to functionality and subscription software services.

We recognize revenues when all of the following conditions are met:

- there is persuasive evidence of an arrangement;
- the software or services have been delivered to the customer;
- the amount of fees to be paid by the customer is fixed or determinable; and
- the collection of the related fees is probable.

Signed agreements are used as evidence of an arrangement. If a contract signed by the customer does not exist, we use a purchase order as evidence of an arrangement. In cases where both a signed contract and a purchase order exist, we consider the signed contract to be the final persuasive evidence of an arrangement. Electronic delivery occurs when we provide the customer with access to the software via a license key. We assess whether a fee is fixed or determinable at the outset of the arrangement, primarily based on the payment terms associated with the transaction. We assess collectability of the fee based on a number of factors such as collection history and creditworthiness of the customer. If we determine that collectability is not probable, revenue is deferred until collectability becomes probable, generally upon receipt of cash.

When contracts contain software-related multiple elements wherein vendor specific objective evidence ("VSOE") exists for all undelivered elements and the services, if any, are not essential to the functionality of the delivered elements, we account for the delivered elements in accordance with the "Residual Method." Perpetual license arrangements are typically accompanied by maintenance agreements. Maintenance revenues consist of fees for providing software updates on a when-and-if-available basis and technical support for software products for an initial term. Maintenance revenues are recognized ratably over the term of the agreement. We have established fair value for maintenance on perpetual licenses due to consistently priced standalone sales of maintenance. Revenues related to term license fees are recognized ratably over the contract term beginning on the date the customer has access to the software license key and continuing through the end of the contract term. In these cases, we do not have VSOE of fair value for maintenance, as fees for support and maintenance are bundled with the license over the entire term of the contract.

License arrangements may also include professional services and training services, which are typically delivered early in the contract term. In determining whether professional services revenues should be accounted for separately from license revenues, we evaluate whether the professional services are considered essential to the functionality of the software using factors such as the nature of our software products; whether they are ready for use by the customer upon receipt; the nature of

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

our implementation services, which typically do not involve significant customization to or development of the underlying software code; the availability of services from other vendors; whether the timing of payments for license revenues is coincident with performance of services; and whether milestones or acceptance criteria exist that affect the realizability of the software license fee. Substantially all of our professional services arrangements are billed on a time and materials basis and, accordingly, are recognized as the services are performed. Training revenues are recognized as training services are delivered. VSOE of fair value of professional and training services is based upon stand-alone sales of those services. Payments received in advance of services performed are deferred and recognized when the related services are performed.

We are unable to establish VSOE of fair value for all undelivered elements in certain multiple element arrangements due to the lack of VSOE for maintenance services that are generally bundled with term licenses. In these instances, all revenue is recognized ratably over the period that the services are expected to be performed, commencing when all service periods have started. In arrangements where the expected service periods of maintenance services and professional or training services differ, we recognize all revenue over the longer of the expected service periods, which is generally the maintenance period.

We do not offer credits or refunds and therefore have not recorded any sales return allowance for any of the periods presented. Upon a periodic review of outstanding accounts receivable, amounts that are deemed to be uncollectible are written off against the allowance for doubtful accounts. Our policy is to record revenues net of any applicable sales, use or excise taxes.

We recognize revenues from the indirect sales channel upon sell-through by the partner or distributor. Sell-through is determined when we receive an order form from a reseller for a specific end-user sale. We do not offer right of return, product rotation or price protection to any of our channel partners. We also have licensing arrangements with OEM customers for which royalty fees are generally recognized as revenue upon receipt of reports of units shipped, respectively. Provided all other revenue criteria are met, the upfront, minimum, non-refundable license fees from OEM customers are recognized upon delivery, and on-going royalty fees are recognized upon reports of units shipped.

In our consolidated statements of operations, revenues are categorized as license or maintenance and services revenues. We allocate revenues from arrangements containing multiple elements to each of these categories based on the VSOE of fair value for elements in each revenue arrangement and the application of the residual method for arrangements in which we have established VSOE of fair value for all undelivered elements. In arrangements where we are not able to establish VSOE of fair value for all undelivered elements, we first allocate revenues to any undelivered elements for which VSOE of fair value has been established, then allocate revenues to any undelivered elements for which VSOE of fair value has not been established based upon management's best estimate of fair value of those undelivered elements and apply a residual method to determine the license fee. Management's best estimate of fair value of undelivered elements for which VSOE of fair value has not been established is based upon the VSOE of similar offerings and other objective criteria.

For multiple-element arrangements containing our non-software services, we: (1) determine whether each element constitutes a separate unit of accounting; (2) determine the fair value of each element using the selling price hierarchy of VSOE of selling price, third-party evidence ("TPE") of selling price or best-estimated selling price ("BESP"), as applicable; and (3) allocate the total price to each separate unit of accounting based on the relative selling price method. An element constitutes a separate unit of accounting when the delivered item has standalone value and delivery of the undelivered element is probable and within our control. We determine BESP by considering our overall pricing objectives and market conditions. Significant pricing practices taken into consideration include our discounting practices, the size and volume of our transactions, our price lists, our go-to-market strategy, historical standalone sales and contract prices. As our go-to-market strategies evolve, we may modify our pricing practices in the future, which could result in changes in relative selling prices, including both VSOE and BESP.

For multiple-element arrangements that contain both software and non-software elements, we allocate revenue to software or software-related elements as a group and any non-software elements separately based on the selling price hierarchy. We determine the selling price for each deliverable using VSOE of selling price, if it exists, or TPE of selling price. If neither VSOE nor TPE of selling price exist for a deliverable, we use BESP. Once revenue is allocated to software or software-related elements as a group, we recognize revenue in conformance with software revenue accounting guidance. Revenue is recognized when revenue recognition criteria are met for each element.

In our subscription software services agreements, we include service level commitments to customers relating to levels of uptime availability and permitting those customers to receive credits in the event that we fail to meet those levels. To date,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

we have not incurred any material costs as a result of such commitments and have not accrued any liabilities related to such obligations in the accompanying consolidated financial statements.

Deferred revenue consists substantially of amounts invoiced in advance of revenue recognition for our products and services described above. We recognize deferred revenue as revenue only when the revenue recognition criteria are met.

Cash and Cash Equivalents

We consider all highly liquid instruments with original maturities of 90 days or less at the date of purchase to be cash equivalents. Cash and cash equivalents are recorded at cost, which approximates fair value. We do not hold or issue financial instruments for trading purposes.

Investments

We determine the appropriate classification of our investments at the time of purchase and reevaluate such determination at each balance sheet date. Securities are classified as available-for-sale and are carried at fair value, with the change in unrealized gains and losses, net of tax, reported as a separate component on the consolidated statements of comprehensive income (loss). Fair value is determined based on quoted market rates when observable or utilizing data points that are observable, such as quoted prices, interest rates and yield curves. Declines in fair value judged to be other-than-temporary on securities available for sale are included as a component of investment income. In order to determine whether a decline in value is other-than-temporary, we evaluate, among other factors, the duration and extent to which the fair value has been less than the carrying value and our intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in fair value. The cost of securities sold is based on the specific-identification method. Interest on securities classified as available-for-sale is included as a component of Interest income, net.

Concentration of Risk

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash and cash equivalents, investments and accounts receivable. We maintain the majority of our cash balance at two financial institutions that management believes are high-credit, quality financial institutions and invest our cash equivalents in highly rated money market funds.

At January 31, 2017, one channel partner represented 30% of total accounts receivable. At January 31, 2016, one channel partner represented 26% and one customer represented 16% of total accounts receivable.

Our accounts receivable is subject to collection risk. Our gross accounts receivable is reduced for this risk by an allowance for doubtful accounts. This allowance is for estimated losses resulting from the inability of our customers to make required payments. It is an estimate and is regularly evaluated for adequacy by taking into consideration a combination of factors. We look at factors such as past collection experience, credit quality of the customer, age of the receivable balance, and current economic conditions. These factors are reviewed to determine whether an allowance for bad debts should be recorded to reduce the receivable balance to the amount believed to be collectible.

The following table presents the changes in the allowance for doubtful accounts (in thousands):

	Fiscal Year Ended January 31,		
	2017	2016	2015
Balance at beginning of period	\$ 531	\$ 473	\$ 758
Add: bad debt expense	—	98	—
Less: write-offs, net of recoveries	(56)	(40)	(285)
Balance at end of period	\$ 475	\$ 531	\$ 473

Goodwill, Intangible Assets, Long-Lived Assets and Impairment Assessments

Goodwill and indefinite-lived intangible assets are carried at cost and are evaluated annually for impairment, or more frequently if circumstances exist that indicate that impairment may exist. When conducting our annual goodwill impairment assessment, we perform a quantitative evaluation of whether goodwill is impaired using the two-step impairment test. The first

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step is comparing the fair value of our reporting unit to its carrying value. We consider the enterprise to be the reporting unit for this analysis. If step one indicates that impairment potentially exists, the second step is performed to measure the amount of impairment, if any. We record the amount by which the carrying value of the goodwill exceeds its implied fair value, if any, as impairment.

Finite-lived intangible assets are amortized over their useful lives. Each period we evaluate the estimated remaining useful life of our finite-lived intangible assets and whether events or changes in circumstances warrant a revision to the remaining period of amortization. The carrying amounts of these assets are periodically reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate. If the undiscounted cash flows used in the test for recoverability are less than the carrying amount of these assets, then the carrying amount of such assets is reduced to fair value.

In-process research and development is initially capitalized at fair value as an intangible asset with an indefinite life and assessed for impairment thereafter. When in-process research and development projects are completed, the corresponding amount is reclassified as an amortizable intangible asset and is amortized over the asset's estimated useful life.

We evaluate the recoverability of our long-lived assets including intangible and tangible assets. Acquired finite-lived intangible assets are amortized over their useful lives. We evaluate long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. We recognize such impairment in the event the net book value of such assets exceeds their fair value. If the fair value of the long-lived assets exceeds the carrying value of the net assets assigned, then the assets are not impaired and no further testing is performed. If the carrying value of the net assets assigned exceeds the fair value of the assets, then we must perform the second step of the impairment test in order to determine the implied fair value.

Property and Equipment

Property and equipment are stated at cost net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets ranging from generally three to five years. Leasehold improvements are amortized over the shorter of the estimated useful life or the remaining lease term. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in the consolidated statements of operations. Maintenance and repairs that do not improve or extend the lives of the respective assets are charged to expense in the period incurred.

The following table presents the estimated useful lives of our property and equipment:

	<u>Useful Life</u>
Computer equipment and software	3 years
Furniture and fixtures	5 years
Leasehold improvements	Shorter of the useful life of the asset or the lease term

Capitalized Software Development Costs

Capitalization of software development costs for software to be sold, leased, or otherwise marketed begins upon the establishment of technological feasibility, which is generally the completion of a working prototype that has been certified as having no critical bugs and is a release candidate. Amortization begins once the software is ready for its intended use, generally based on the pattern in which the economic benefits will be consumed. We did not capitalize any internal software development costs for fiscal 2017 and 2016 because the cost incurred and the time between technological feasibility and product release was insignificant. We had no amortization expense from capitalized purchased technology during fiscal 2017, 2016 or 2015.

Costs related to software acquired, developed or modified solely to meet our internal requirements, with no substantive plans to market such software at the time of development, are capitalized. Costs incurred during the preliminary planning and evaluation stage of the project and during post implementation operational stage are expensed as incurred. Costs incurred during the application development stage of the project are capitalized. We define the design, configuration, and coding process as the application development stage. We did not capitalize any costs related to computer software developed for internal use in fiscal 2017 or 2016.

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Commissions

Commissions are recorded as a component of sales and marketing expenses and consist of the variable compensation paid to our sales force. Sales commissions are earned and recorded at the time that a customer has entered into a binding purchase agreement. Commissions paid to sales personnel are recoverable only in the case that we cannot collect the invoiced amounts associated with a sales order. Commission expense was \$109.1 million, \$88.5 million and \$61.0 million for fiscal 2017, 2016 and 2015, respectively.

Leases

We primarily lease our facilities under operating leases. For leases that contain rent escalation or rent concession provisions, we record the total rent expense during the lease term on a straight-line basis over the term of the lease. We record the difference between the rent paid and the straight-line rent expense as a current and non-current deferred rent liability in "Accrued expenses and other liabilities" and "Other liabilities, non-current," respectively, on the consolidated balance sheets. Rent expense for our operating leases was \$28.1 million, \$11.9 million and \$9.8 million during fiscal 2017, 2016 and 2015, respectively.

Facility Exit Costs

Certain of our operating facility leases include office space that is not occupied or used by us. We calculate and record a liability at the "cease-use" date related to those operating leases based on the difference between the present value of estimated future sublease rental income and the present value of our remaining lease obligations, adjusted for the effects of any prepaid or deferred items. The short-term portion of the liability is recorded in "Accrued expenses and other liabilities" and the long-term portion of the liability is recorded in "Other liabilities, non-current," on the consolidated balance sheets. Associated with the recognition of the liability, we also record a corresponding charge to "General and administrative" expenses in the consolidated statements of operations.

Advertising Expense

We expense advertising costs as incurred. We incurred \$10.0 million, \$13.3 million and \$8.4 million in advertising expenses for fiscal 2017, 2016 and 2015, respectively. Advertising costs are recorded in "Sales and marketing" expenses in the consolidated statements of operations.

Stock-Based Compensation

We recognize compensation expense for all share-based payment awards, including stock options, restricted stock units ("RSUs"), performance units ("PSUs") and restricted stock awards ("RSAs"), based on the estimated fair value of the award on the grant date in the consolidated statements of operations over the related vesting periods. The expense recorded is based on awards ultimately expected to vest and therefore is reduced by estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. We calculate the fair value of options using the Black-Scholes method and expense using the straight-line attribution approach.

We account for equity awards issued to non-employees, such as consultants, in accordance with the guidance relating to equity instruments that are issued to other than employees for acquiring, or in conjunction with selling, goods or services, using the Black-Scholes method to determine the fair value of such instruments. Awards granted to non-employees are remeasured over the vesting period, and the resulting value is recorded as an expense over the period the services are received.

The fair value of each option grant and stock purchase right granted under the Employee Stock Purchase Plan ("ESPP") was estimated on the date of grant using the Black-Scholes option pricing model. We recognize stock-based compensation expense related to our ESPP on a straight-line basis over the offering period, which is twelve months. Stock-based compensation expense is recognized net of estimated forfeiture activity.

The determination of the grant date fair value of options using an option-pricing model is affected by assumptions regarding a number of other complex and subjective variables, which include our expected stock price volatility over the expected term of the options, stock option exercise and cancellation behaviors, risk-free interest rates and expected dividends.

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The number of PSUs earned and eligible to vest will be determined based on achievement of certain company financial performance measures and the recipient's continued service with us. The number of shares of our stock to be received at vesting can range from 0% to 200% of the target amount. Compensation expense for PSUs is measured using the fair value at the date of grant and recorded over the vesting period under the graded-vesting attribution method, and may be adjusted over the vesting period based on interim estimates of performance against the pre-set objectives.

Income Taxes

Income taxes are accounted for under the asset and liability method in accordance with authoritative guidance for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The guidance on accounting for uncertainty in income taxes requires us to identify, evaluate and measure all uncertain tax positions taken or to be taken on tax returns and to record liabilities for the amount of these positions that may not be sustained, or may only partially be sustained, upon examination by the relevant taxing authorities. Although we believe that our estimates and judgments were reasonable, actual results may differ from these estimates. Some or all of these judgments are subject to review by the taxing authorities.

Recently Issued Accounting Pronouncements

In January 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-04 (Topic 350) Intangibles - Goodwill and Other. The new standard simplifies how companies are required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. Instead, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit. The standard is effective for our first quarter of fiscal 2021, although early adoption is permitted. We are currently evaluating whether this standard will have a material impact on our consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01 (Topic 805) Business Combinations - Clarifying the Definition of a Business. The new standard narrows the definition of a business to assist companies with evaluating when a set of transferred assets and activities is a business. The standard is effective for our first quarter of fiscal 2019, although early adoption is permitted. We are currently evaluating whether this standard will have a material impact on our consolidated financial statements.

In October 2016, the FASB issued ASU No. 2016-16 (Topic 740), Intra-Entity Transfers of Assets Other Than Inventory. The new standard will require companies to recognize, as opposed to defer, the tax effects from intercompany transfers of certain assets when the transfer occurs. The standard is effective for our first quarter of fiscal 2019, although early adoption is permitted. We are currently evaluating whether this standard will have a material impact on our consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13 (Topic 326), Financial Instruments - Credit Losses. The amendments in this update require a financial asset (or a group of financial assets) measured at an amortized cost basis to be presented at the net amount expected to be collected. The new approach to estimating credit losses (referred to as the current expected credit losses model) applies to most financial assets measured at amortized cost and certain other instruments, including trade and other receivables, loans and held-to-maturity debt securities. The standard is effective for our first quarter of fiscal 2021, although early adoption is permitted. We are currently evaluating whether this standard will have a material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09 (Topic 718), Compensation - Stock Compensation, which has been issued as part of its Simplification Initiative. The areas for simplification in this update involve several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either

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equity or liabilities and classification on the statement of cash flows. The standard is effective for our first quarter of fiscal 2018. We do not expect this pronouncement to have a material impact on our consolidated financial statements upon adoption.

In February 2016, the FASB issued ASU No. 2016-02 (Topic 842), Leases, which supersedes the lease recognition requirements in ASC Topic 840, Leases. The standard requires an entity to recognize right-of-use assets and lease liabilities arising from a lease for operating leases, initially measured at the present value of the lease payments on the consolidated balance sheets. The impact of such leases on the consolidated statements of operations and cash flows will continue to be treated in a similar manner under current GAAP. The standard also requires additional qualitative and quantitative disclosures. The standard is effective for our first quarter of fiscal 2020, although early adoption is permitted. We are currently evaluating the impact of this standard on our consolidated financial statements and related disclosures. We anticipate that most of our office leases will be recognized as lease liabilities and corresponding right-of-use assets, and will accordingly have a material impact on our consolidated balance sheets upon adoption.

In May 2014, the FASB issued ASU No. 2014-09 (Topic 606), Revenue from Contracts with Customers, which supersedes the revenue recognition requirements in Accounting Standards Codification 605, Revenue Recognition and establishes a new revenue standard. This ASU is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. In March 2016, the FASB issued ASU No. 2016-08, Revenue from Contracts with Customers: Principal versus Agent Considerations, which clarifies the guidance in the new revenue standard on assessing whether an entity is a principal or an agent in a revenue transaction. This conclusion impacts whether an entity reports revenue on a gross or net basis. In April 2016, the FASB issued ASU No. 2016-10, Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing, which clarifies the guidance in the new revenue standard regarding an entity's identification of its performance obligations in a contract. In May 2016, the FASB issued ASU No. 2016-12, Narrow-Scope Improvements and Practical Expedients, which amends the guidance in the new revenue standard on collectability, non-cash consideration, presentation of sales tax, and transition. In December 2016, the FASB issued ASU No. 2016-20, Technical Corrections and Improvements to Topic 606, which clarifies narrow aspects of ASC 606 or corrects unintended application of the guidance. The new revenue standard, as amended by ASU No. 2015-14, is effective in the first quarter of fiscal 2019 and may be applied retrospectively to each prior period presented or with the cumulative effect recognized as of the date of initial application. We currently plan to adopt the standard using the cumulative effect transition method. Early adoption is permitted, but not earlier than the original effective date for annual and interim periods.

While we are still evaluating the total impact of the new revenue standard, we believe the adoption of this new standard will have a material impact on our consolidated financial statements, including the way we account for arrangements involving a term license, deferred revenue and sales commissions. Under the new revenue standard, we would be required to recognize term license revenues upfront and the associated maintenance revenues over the contract period. Under the current revenue standard, we recognize both the term license and maintenance revenues ratably over the contract period. In addition, some deferred revenue recorded in accordance with the current revenue standard could be eliminated upon adoption of the new revenue standard. We have also considered the impact of the guidance in ASC 340-40, Other Assets and Deferred Costs; Contracts with Customers, under Topic 606. Under ASC 340-40, we would be required to capitalize and amortize incremental costs of obtaining a contract, such as sales commission costs. Under our current accounting policy, we do not capitalize sales commission costs and recognize these costs when they are incurred.

(2) Investments and Fair Value Measurements

The carrying amounts of certain of our financial instruments including cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate fair value due to their short-term maturities.

Assets and liabilities recorded at fair value in the financial statements are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels that are directly related to the amount of subjectivity associated with the inputs to the valuation of these assets or liabilities are as follows:

Level 1—Observable inputs, such as quoted prices in active markets for identical assets or liabilities.

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Level 2—Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires management to make judgments and consider factors specific to the asset or liability.

The following table sets forth the fair value of our financial assets and liabilities that were measured on a recurring basis as of January 31, 2017 and 2016 (in thousands):

	January 31, 2017				January 31, 2016			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Money market funds	\$ 345,959	\$ —	\$ —	\$ 345,959	\$ 374,571	\$ —	\$ —	\$ 374,571
U.S. treasury securities	—	662,096	—	662,096	—	607,892	—	607,892
Other	—	—	3,000	3,000	—	—	1,500	1,500
Reported as:								
Assets:								
Cash and cash equivalents				\$ 345,959				\$ 397,965
Investments, current portion				662,096				584,498
Investments, non-current				3,000				1,500
Total				\$ 1,011,055				\$ 983,963

Our investments in money market funds are measured at fair value on a recurring basis. These money market funds are actively traded and reported daily through a variety of sources. The fair value of the money market fund investments is classified as Level 1.

We invested in U.S. treasury securities during the fiscal year ended January 31, 2017 and 2016, which we have classified as available-for-sale securities. The following table presents our available-for-sale investments as of January 31, 2017 (in thousands):

	January 31, 2017			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Investments, current portion:				
U.S. treasury securities	\$ 662,327	\$ 32	\$ (263)	\$ 662,096
Total available-for-sale investments	<u>\$ 662,327</u>	<u>\$ 32</u>	<u>\$ (263)</u>	<u>\$ 662,096</u>

The following table presents our available-for-sale investments as of January 31, 2016 (in thousands):

	January 31, 2016			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Cash and cash equivalents:				
U.S. treasury securities	\$ 23,399	\$ —	\$ (5)	\$ 23,394
Investments, current portion:				
U.S. treasury securities	584,554	158	(214)	584,498
Total available-for-sale investments	<u>\$ 607,953</u>	<u>\$ 158</u>	<u>\$ (219)</u>	<u>\$ 607,892</u>

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As of January 31, 2017, the following marketable securities were in an unrealized loss position (in thousands):

	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. treasury securities	\$ 446,073	\$ (263)	\$ —	\$ —	\$ 446,073	\$ (263)

As of January 31, 2016, the following marketable securities were in an unrealized loss position (in thousands):

	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. treasury securities	\$ 212,532	\$ (138)	\$ 164,298	\$ (81)	\$ 376,830	\$ (219)

As of January 31, 2017 and 2016, we did not consider any of our investments to be other-than-temporarily impaired.

The contractual maturities of our investments are as follows (in thousands):

	January 31, 2017
Due within one year	\$ 662,096
Total	\$ 662,096

Investments with maturities of less than 12 months from the balance sheet date are classified as current assets, which are available for use to fund current operations. Investments with maturities greater than 12 months from the balance sheet date are classified as long-term assets.

Assets Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs

During the fiscal year ended January 31, 2016 we made an investment in the form of a convertible promissory note in a privately-held company that we have classified as an available-for-sale investment, which is included in "Investments, non-current," on our consolidated balance sheets. During fiscal 2017, we made an additional \$1.5 million convertible promissory note investment in this privately-held company. These investments are recorded at fair value using significant unobservable inputs or data in an inactive market and the valuation requires our judgment due to the absence of quoted prices in active markets and inherent lack of liquidity. Unrealized gains and losses on our available-for-sale investments are excluded from earnings and reported, net of tax, as a separate component on the consolidated statements of comprehensive income (loss). During the fiscal year ended January 31, 2017, we have not recognized any unrealized gains or losses or any other-than-temporary impairment charges on these investments. The carrying value of these investments were \$3.0 million and \$1.5 million as of January 31, 2017 and January 31, 2016, respectively.

(3) Commitments and Contingencies

Operating Lease Commitments

We lease our office spaces under non-cancelable leases. Rent expense for our operating leases was \$28.1 million, \$11.9 million and \$9.8 million during fiscal 2017, 2016 and 2015, respectively.

On August 24, 2015, we entered into an office lease for approximately 235,000 square feet located at 3098 Olsen Drive, San Jose, California for a term of 129 months. Rent expense for this lease commenced in the third quarter of fiscal 2017. Our total obligation for the base rent is approximately \$120.5 million.

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The following summarizes our operating lease commitments as of January 31, 2017 (in thousands):

	Payments Due by Period*				
	Total	Less Than 1 year	1-3 years	3-5 years	More Than 5 years
Operating lease commitments (1)	\$ 177,160	\$ 20,399	\$ 44,582	\$ 36,745	\$ 75,434

(1) We entered into sublease agreements for portions of our office space and the future rental income of \$1.0 million from these agreements has been included as an offset to our future minimum rental payments.

Financing Lease Obligation

On April 29, 2014, we entered into an office lease (the "Lease") for approximately 182,000 square feet located at 270 Brannan Street, San Francisco, California (the "Premises"). The Premises is allocated between the "Initial Premises" and "Additional Premises," which are each approximately 91,000 square feet of rentable space. The term of the Additional Premises begins one year after the Initial Premises and each have a term of 84 months. Our total obligation for the base rent is approximately \$92.0 million. On May 13, 2014, we entered into an irrevocable, standby letter of credit with Silicon Valley Bank for \$6.0 million to serve as a security deposit for the Lease.

As a result of our involvement during the construction period, whereby we had certain indemnification obligations related to the construction, we were considered for accounting purposes only, the owner of the construction project under build-to-suit lease accounting. We have recorded project construction costs incurred by the landlord as an asset and a corresponding long term liability in "Property and equipment, net" and "Other liabilities, non-current," respectively, on our consolidated balance sheets. We moved into the Premises in February 2016. We have determined that the lease does not meet the criteria for "sale-leaseback" treatment, due to our continuing involvement in the project resulting from our standby letter of credit. Accordingly, the Lease will continue to be accounted for as a financing obligation.

As of January 31, 2017, future payments on the financing lease obligation are as follows (in thousands):

Fiscal Period:	
Fiscal 2018	\$ 11,683
Fiscal 2019	12,510
Fiscal 2020	12,886
Fiscal 2021	13,272
Fiscal 2022	13,670
Thereafter	21,977
Total future minimum lease payments	\$ 85,998

Facility Exit Costs

In fiscal 2017, we relocated certain corporate offices in the San Francisco Bay Area and as a result, some of our leased office spaces are no longer in use. Accordingly, we calculated and recorded a liability at the "cease-use" date related to those operating leases based on the difference between the present value of the estimated future sublease rental income and the present value of our remaining lease obligations, adjusted for the effects of any prepaid or deferred items. We recorded a facility exit charge of approximately \$8.6 million to "General and administrative" expenses in the consolidated statements of operations associated with the recognition of the liability. The short-term portion of the liability is recorded in "Accrued expenses and other liabilities" and the long-term portion of the liability is recorded in "Other liabilities, non-current," on the consolidated balance sheets. In addition, we also recognized \$2.7 million of expense related to the acceleration of depreciation on certain property and equipment related to these facility exits.

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Legal Proceedings

We are subject to certain routine legal and regulatory proceedings, as well as demands and claims that arise in the normal course of our business. We make a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impact of negotiations, estimated settlements, legal rulings, advice of legal counsel and other information and events pertaining to a particular matter. In our opinion, resolution of any pending claims (either individually or in the aggregate) is not expected to have a material adverse impact on our consolidated results of operations, cash flows or financial position, nor is it possible to provide an estimated amount of any such loss. However, depending on the nature and timing of any such dispute, an unfavorable resolution of a matter could materially affect our future results of operations or cash flows, or both, in a particular quarter.

Indemnification Arrangements

During the ordinary course of business, we may indemnify, hold harmless and agree to reimburse for losses suffered or incurred, our customers, vendors, and each of their affiliates for certain intellectual property infringement and other claims by third parties with respect to our offerings, in connection with our commercial license arrangements or related to general business dealings with those parties.

As permitted under Delaware law, we have entered into indemnification agreements with our officers, directors and certain employees, indemnifying them for certain events or occurrences while they serve as our officers or directors or those of our direct and indirect subsidiaries.

To date, there have not been any costs incurred in connection with such indemnification obligations; therefore, there is no accrual of such amounts at January 31, 2017. We are unable to estimate the maximum potential impact of these indemnifications on our future results of operations.

(4) Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation and amortization. These assets are depreciated and amortized using the straight-line method over their estimated useful lives. Property and equipment consisted of the following (in thousands):

	As of January 31,	
	2017	2016
Computer equipment and software	\$ 59,396	\$ 43,883
Furniture and fixtures	16,194	13,398
Leasehold improvements (1)	58,569	41,028
Building (2)	82,250	72,186
	<u>216,409</u>	<u>170,495</u>
Less: accumulated depreciation and amortization	(50,014)	(35,500)
Property and equipment, net	<u>\$ 166,395</u>	<u>\$ 134,995</u>

(1) Includes costs related to assets not yet placed into service of \$1.0 million and \$28.9 million, as of January 31, 2017 and 2016, respectively.

(2) This relates to the capitalization of construction costs in connection with our financing lease obligation, where we are considered the owner of the asset, for accounting purposes only. There is a corresponding long-term liability for this obligation on our consolidated balance sheets under "Other liabilities, non-current." Refer to Note 3 "Commitments and Contingencies" for details.

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Depreciation and amortization expense on Property and Equipment, net was \$22.8 million, \$10.3 million and \$8.0 million for the fiscal years ended January 31, 2017, 2016 and 2015, respectively. Included in depreciation and amortization expense for the fiscal year ended January 31, 2017 is \$2.7 million of expense related to the acceleration of depreciation on certain property and equipment due to the "cease-use" of certain operating facility leases during the fourth fiscal quarter of January 31, 2017.

(5) Acquisitions, Goodwill and Intangible Assets

Caspida

On July 9, 2015, we acquired 100% of the voting equity interest of Caspida, Inc. ("Caspida"), a privately-held Delaware corporation, which develops technology that provides behavioral analytics to help detect, respond to and mitigate advanced security and insider security threats. This acquisition has been accounted for as a business combination. The purchase price of \$128.4 million, paid in cash, was preliminarily allocated as follows: \$45.8 million to identifiable intangible assets, \$11.4 million to net deferred tax liability and \$1.2 million to net assets acquired, with the excess \$92.8 million of the purchase price over the fair value of net tangible and intangible assets acquired recorded as goodwill, allocated to our one operating segment. Goodwill is primarily attributable to the value expected from the synergies of the combination, including combined selling opportunities with our products as well as our ability to sell into the security market. This goodwill is not deductible for income tax purposes. The results of operations of Caspida, which are not material, have been included in our consolidated financial statements from the date of purchase. Additionally, we recognized \$1.7 million of acquisition-related costs as "General and administrative" expense on our consolidated statements of operations.

Per the terms of the merger agreement with Caspida, certain unvested shares of stock and unvested outstanding stock options held by Caspida employees were canceled and exchanged for unvested restricted stock units and replacement stock options to purchase shares of our common stock under our 2012 Equity Incentive Plan. Additionally, certain shares of stock held by key employees of Caspida were canceled and exchanged for unregistered restricted shares of our common stock subject to vesting. The fair value of \$61.6 million of these issued awards, which are subject to the recipient's continued service with us and thus excluded from the purchase price, will be recognized ratably as stock-based compensation expense over the required service period.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition (in thousands, except useful life):

	Fair Value	Useful Life (months)
Developed technology	\$ 44,300	72
In-process research and development	1,300	Indefinite*
Customer relationships	190	36
Total intangible assets acquired	<u>\$ 45,790</u>	

*The in-process research and development is considered an indefinite-lived intangible asset until the completion or abandonment of the associated research and development efforts.

Unaudited Pro Forma Financial Information

The following unaudited pro forma information presents the combined results of operations as if the acquisition of Caspida had been completed on February 1, 2014, the beginning of the comparable prior annual reporting period. The unaudited pro forma results include: (i) amortization associated with preliminary estimates for the acquired intangible assets; (ii) recognition of post-acquisition stock-based compensation; and (iii) the associated tax impact on these unaudited pro forma adjustments.

The unaudited pro forma results do not reflect any cost saving synergies from operating efficiencies or the effect of the incremental costs incurred in integrating the two companies. Accordingly, these unaudited pro forma results are presented for informational purpose only and are not necessarily indicative of what the actual results of operations of the combined company would have been if the acquisition had occurred at the beginning of the period presented, nor are they indicative of future results of operations (in thousands, except per share amounts):

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Fiscal Year Ended January 31,	
	2016	2015
Revenues	\$ 668,435	\$ 450,875
Net loss	\$ (301,527)	\$ (229,755)
Basic and diluted net loss per share	\$ (2.38)	\$ (1.92)

Metafor Software

On June 23, 2015, we acquired 100% of the voting equity interest of Metafor Software Inc., a privately-held British Columbia corporation, which develops technology that provides anomaly detection and behavioral analytics for IT operations. This acquisition has been accounted for as a business combination. The purchase price of \$16.4 million, paid in cash, was preliminarily allocated as follows: \$2.7 million to identifiable intangible assets, \$0.5 million to net assets acquired and \$0.1 million to net deferred tax assets, with the excess \$13.1 million of the purchase price over the fair value of net tangible and intangible assets acquired recorded as goodwill, allocated to our one operating segment. Goodwill is primarily attributable to the value expected from the synergies of the combination, including accelerating our anomaly detection capabilities for our core IT operations and security use cases. This goodwill is not deductible for income tax purposes. The results of operations of Metafor Software, which are not material, have been included in our consolidated financial statements from the date of purchase. Pro forma results of operations of Metafor Software have not been presented as we do not consider the results to have a material effect on any of the periods presented in our consolidated statements of operations.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition (in thousands, except useful life):

	Fair Value	Useful Life (months)
Developed technology	\$ 2,300	48
Other acquired intangible assets	370	36
Total intangible assets acquired	\$ 2,670	

Goodwill

Goodwill balances are presented below (in thousands):

	Fiscal Year Ended January 31,	
	2017	2016
Beginning balance	\$ 123,318	\$ 19,070
Goodwill acquired	—	105,916
Foreign currency translation adjustments	1,324	(1,668)
Ending balance	\$ 124,642	\$ 123,318

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Intangible Assets

Intangible assets subject to amortization realized from acquisitions as of January 31, 2017 are as follows (in thousands, except useful life):

	Gross Fair Value	Accumulated Amortization	Net Book Value	Weighted- Average Remaining Useful Life (months)
Developed technology	\$ 59,370	\$ (23,222)	\$ 36,148	50
Customer relationships	1,810	(1,720)	90	17
Other acquired intangible assets	1,180	(1,005)	175	17
Total intangible assets subject to amortization	<u>\$ 62,360</u>	<u>\$ (25,947)</u>	<u>\$ 36,413</u>	

Additionally, we obtained \$1.3 million of in-process research and development upon the acquisition of Caspida, which has an indefinite useful life. We will assess the carrying value and useful life of the asset once the associated research and development efforts are completed.

Amortization expense from acquired intangible assets was \$11.9 million, \$9.2 million and \$4.4 million for the fiscal year ended January 31, 2017, 2016 and 2015, respectively.

The expected future amortization expense for acquired intangible assets as of January 31, 2017 is as follows (in thousands):

Fiscal Period:	
Fiscal 2018	\$ 10,296
Fiscal 2019	8,035
Fiscal 2020	7,623
Fiscal 2021	7,383
Fiscal 2022	3,076
Total amortization expense	<u>\$ 36,413</u>

(6) Debt Financing Facilities

On May 9, 2013 we entered into a Loan Agreement with Silicon Valley Bank, which was most recently amended in May 2015. As amended, the agreement provides for a revolving line of credit facility, which expires May 9, 2017. Under the agreement, we are able to borrow up to \$25 million. Interest on any drawdown under the revolving line of credit accrues either at the prime rate (3.75% in January 2017) or the LIBOR rate plus 2.75%. As of January 31, 2017, we had no balance outstanding under this agreement. The agreement includes restrictive covenants, in each case subject to certain exceptions, that limit our ability to: sell or otherwise dispose of our business or property; change our business, liquidate or dissolve or undergo a change in control; enter into mergers, consolidations and acquisitions; incur indebtedness; create liens; pay dividends or make distributions; make investments; enter into material transactions with affiliates; pay any subordinated debt or amend certain terms thereof; or become an investment company. We were in compliance with all covenants as of January 31, 2017.

(7) Stockholders' Equity

Common Stock

Our certificate of incorporation, as amended and restated, authorizes us to issue 1,000,000,000 shares of common stock, \$0.001 par value per share. At January 31, 2017 and January 31, 2016, 137,169,481 shares and 131,543,467 shares of common stock were issued and outstanding, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(8) Stock Compensation Plans

Equity Incentive Plans

In November 2003, our board adopted the 2003 Equity Incentive Plan (the “2003 Plan”). The 2003 Plan authorizes the granting of common stock options and restricted stock awards to employees, directors and consultants.

In January 2012, our board approved the 2012 Equity Incentive Plan (the “2012 Plan”), which became effective on April 18, 2012. The 2012 Plan provides for the grant of incentive stock options, within the meaning of Section 422 of the Internal Revenue Code, to our employees and any parent and subsidiary corporations’ employees, and for the grant of nonstatutory stock options, restricted stock, restricted stock units, stock appreciation rights, performance units and performance shares to our employees, directors and consultants and any parent or subsidiary corporations’ employees and consultants. Upon the effectiveness of the 2012 plan, all shares that were reserved but not issued under the 2003 Plan became available for issuance under the 2012 Plan and no further shares will be granted pursuant to the 2003 Plan. Canceled or forfeited equity awards under the 2003 Plan will also become available for issuance under the 2012 Plan. The term of an incentive stock option may not exceed 10 years, except that with respect to any participant who owns more than 10% of the voting power of all classes or our outstanding stock, the term must not exceed 5 years. Options and RSUs generally vest over 4 years.

The 2012 plan provides for annual automatic increases on February 1 to the shares reserved for issuance. The automatic increase of the number of shares available for issuance under the 2012 Plan is equal to the least of 10 million shares, 5% of the outstanding shares of common stock as of the last day of our immediately preceding fiscal year or such other amount as our board may determine.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table summarizes the stock option, RSU and PSU award activity during the fiscal years ended January 31, 2016 and 2017:

	Options Outstanding					RSUs and PSUs Outstanding
	Available for Grant	Shares	Weighted- Average Exercise Price Per Share	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value (1)	Shares
	(in thousands)					
Balances as of January 31, 2015	6,718,878	6,536,855	\$ 5.76	5.59	\$ 301,532	12,480,368
Additional shares authorized	6,176,924					
Options granted from acquisitions (2)	(86,753)	86,753	1.30			
Options exercised		(2,755,556)	5.54			
Options forfeited and expired	152,053	(152,053)	32.80			
RSUs and PSUs granted	(7,905,929)					7,905,929
RSUs vested						(4,136,073)
RSUs forfeited and canceled	1,497,971					(1,497,971)
Balances as of January 31, 2016	6,553,144	3,715,999	\$ 4.72	4.24	\$ 154,696	14,752,253
Additional shares authorized	6,577,173					
Options exercised		(1,642,599)	4.72			
Options forfeited and expired	15,506	(15,506)	11.36			
RSUs and PSUs granted	(6,278,185)					6,278,185
RSUs and PSUs vested						(5,644,893)
Shares withheld related to net share settlement of RSUs and PSUs	2,073,020					
RSUs and PSUs forfeited and canceled	1,461,131					(1,461,131)
Balances as of January 31, 2017	10,401,789	2,057,894	\$ 4.67	3.28	\$ 109,571	13,924,414
Vested and expected to vest		2,057,799	\$ 4.67	3.28	\$ 109,565	13,552,042
Exercisable as of January 31, 2017		2,020,331	\$ 4.73	3.20	\$ 107,446	

(1) The intrinsic value is calculated as the difference between the exercise price of the underlying stock option award and the closing market price of our common stock as of January 31, 2017.

(2) Includes replacement stock options granted in conjunction with our acquisition of Caspida. Per the terms of the merger agreement with Caspida, certain unvested outstanding stock options held by Caspida employees were canceled and replaced with stock options to purchase shares of our common stock under our 2012 Equity Incentive Plan. Refer to Note 5 “Acquisitions, Goodwill and Intangible Assets” for details.

During fiscal 2015 and 2016, we required that employees sell a portion of the shares that they receive upon the vesting of RSUs in order to cover any required withholding taxes. During fiscal 2017, upon each settlement date of our outstanding RSUs to current employees, RSUs were withheld to cover the required withholding tax, which was based on the value of the RSU on the settlement date as determined by the closing price of our common stock on the trading day of the applicable settlement date. The remaining shares were delivered to the recipient as shares of our common stock. The amount remitted to the tax authorities for the employees’ tax obligation was reflected as a financing activity within our consolidated statements of cash flows. These shares withheld by us as a result of the net settlement of RSUs were not considered issued and outstanding, thereby reducing our shares outstanding used to calculate earnings per share. These shares were returned to the reserves and were available for future issuance under our 2012 Equity Incentive Plan.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

During fiscal 2017 and 2016, we granted 626,250 PSUs and 235,000 PSUs, respectively, to certain executives under our 2012 Equity Incentive Plan. The number of PSUs earned and eligible to vest will be determined after a one-year performance period, based on achievement of certain company financial performance measures and the recipient's continued service with us. The number of shares of our stock to be received at vesting can range from 0% to 200% of the target amount. Compensation expense for PSUs is measured using the fair value at the date of grant and recorded over the vesting period under the graded-vesting attribution method, and may be adjusted over the vesting period based on interim estimates of performance against the pre-set objectives.

During fiscal 2017, \$0.7 million in tax benefits have been realized from exercised stock options. At January 31, 2017, there was a total unrecognized compensation cost of \$2.2 million related to these stock options, adjusted for estimated forfeitures, which is expected to be recognized over a weighted-average period of 1.5 years. At January 31, 2017, there was a total unrecognized compensation cost of \$620.5 million related to RSUs, adjusted for estimated forfeitures, which is expected to be recognized over the next 2.7 years. At January 31, 2017, total unrecognized compensation cost was \$14.7 million related to PSUs, adjusted for estimated forfeitures, which is expected to be recognized over the next 2.9 years. Additionally, during the fiscal year ended January 31, 2016, we issued 671,782 RSAs as a result of an acquisition and at January 31, 2017, total unrecognized compensation cost was \$4.5 million related to RSAs, adjusted for estimated forfeitures, which is expected to be recognized over the next 1.9 years. At January 31, 2017, 407,460 RSAs were vested, 186,003 RSAs were forfeited and canceled and 78,319 RSAs were outstanding.

The aggregate intrinsic value of options exercised during the fiscal year ended January 31, 2017 was \$83.5 million. The weighted-average grant date fair value of RSUs granted was \$54.80 per share for the fiscal year ended January 31, 2017. The aggregate intrinsic value of RSUs vested during the fiscal year ended January 31, 2017 was \$300.5 million. The weighted-average grant date fair value of PSUs granted was \$49.25 per share for the fiscal year ended January 31, 2017. The weighted-average grant date fair value of RSAs granted was \$69.00 per share for the fiscal year ended January 31, 2016. No RSAs were granted during the fiscal year ended January 31, 2017.

The aggregate intrinsic value of options exercised during fiscal 2016 and 2015 was \$162.3 million and \$270.1 million, respectively. The weighted-average grant date fair value of options granted was \$67.81 per share and \$43.31 per share for fiscal 2016 and 2015, respectively.

Employee Stock Purchase Plan

Our 2012 Employee Stock Purchase Plan (the "ESPP") allows eligible employees to purchase shares of our common stock at a discount through payroll deductions of up to 15% of their eligible compensation, at not less than 85% of the fair market value, as defined in the ESPP, subject to any plan limitations. The ESPP provides for consecutive 12-month offering periods, starting on the first trading day on or after June 15 and December 15 of each year. The ESPP provides for an automatic increase of the number of shares available for issuance under the ESPP equal to the least of 4 million shares, 2% of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year, or such other amount as may be determined by our board of directors.

Stock-Based Compensation Expense

Stock-based compensation expense related to our stock-based awards, employee stock purchases and restricted stock units was allocated as follows (in thousands):

	Fiscal Year Ended January 31,		
	2017	2016	2015
Cost of revenues	\$ 30,971	\$ 26,057	\$ 17,189
Research and development	129,388	89,197	60,777
Sales and marketing	161,164	130,054	90,064
General and administrative	56,518	46,949	46,149
Total stock-based compensation expense	\$ 378,041	\$ 292,257	\$ 214,179

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Valuation Assumptions

We estimated the fair values of each option awarded on the date of grant using the Black-Scholes option pricing model utilizing the assumptions noted below. The expected term of the options is based on the average period the stock options are expected to remain outstanding calculated as the midpoint of the options' vesting terms and contractual expiration periods, as we do not have sufficient historical information to develop reasonable expectations about future exercise patterns and post-vesting employment termination behavior. The expected stock price volatility for our stock was determined by examining the historical volatilities of a group of our industry peers as we do not have sufficient trading history of our common stock. The risk-free interest rate was calculated using the average of the published interest rates United States Treasury zero-coupon issues with maturities that approximate the expected term. The dividend yield assumption is zero as we do not have any history of, nor plans to make, dividend payments.

We did not grant any employee options during the year ended January 31, 2017. The following assumptions were used to estimate the fair value of options granted to employees:

	Fiscal Year Ended January 31,	
	2016	2015
Expected volatility	62.8%	49.4%
Risk-free rate	1.58%	1.96%
Dividend yield	—	—
Expected term (in years)	5.29	6.04

Forfeitures were estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differed from those estimates. Forfeitures were estimated based on historical experience.

We did not grant any options to nonemployees during the years ended January 31, 2017 and 2016. The following assumptions were used to estimate the fair value of nonemployee options:

	Fiscal Year Ended January 31, 2015
	Expected volatility
Risk-free rate	1.85 - 2.43%
Dividend yield	—
Expected term (in years)	6.70 - 7.96

The following assumptions were used to estimate the fair value of the ESPP:

	Fiscal Year Ended January 31,		
	2017	2016	2015
Expected volatility	37.4 - 57.6%	37.3 - 57.1%	38.4 - 59.0%
Risk-free rate	0.28 - 0.91%	0.11 - 0.69%	0.07 - 0.22%
Dividend yield	—	—	—
Expected term (in years)	0.50 - 1.00	0.50 - 1.00	0.50 - 1.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(9) Geographic Information

Revenues

Revenues by geography are based on the shipping address of the customer. The following tables present our revenues by geographic region for the periods presented (in thousands):

	Fiscal Year Ended January 31,		
	2017	2016	2015
United States	\$ 725,451	\$ 501,802	\$ 342,728
International	224,504	166,633	108,147
Total revenues	\$ 949,955	\$ 668,435	\$ 450,875

Other than the United States, no other individual country exceeded 10% of total revenues during any of the periods presented. One channel partner represented 28% and a second channel partner represented 16% of total revenues during fiscal 2017. One channel partner represented 14% and a second channel partner represented 13% of total revenues during fiscal 2016. One channel partner represented 12% of total revenues during fiscal 2015. The revenues from these channel partners are comprised of a number of customer transactions, none of which were individually greater than 10% of total revenues during fiscal 2017, 2016 or 2015. At January 31, 2017, one channel partner represented 30% of total accounts receivable. At January 31, 2016, one channel partner represented 26% and one customer represented 16% of total accounts receivable.

Property and Equipment

The following tables present our property and equipment by geographic region for the periods presented (in thousands):

	As of January 31,	
	2017	2016
United States	\$ 159,428	\$ 129,268
International	6,967	5,727
Total property and equipment, net	\$ 166,395	\$ 134,995

Other than the United States, no other individual country exceeded 10% of total property and equipment as of January 31, 2017 or 2016.

(10) Income Taxes

Loss before income tax expense consists of the following for the periods shown below (in thousands):

	Fiscal Year Ended January 31,		
	2017	2016	2015
United States	\$ (362,505)	\$ (294,624)	\$ (221,041)
International	12,823	7,980	6,201
Total	\$ (349,682)	\$ (286,644)	\$ (214,840)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Income tax expense (benefit) consists of the following for the periods shown below (in thousands):

	Fiscal Year Ended January 31,		
	2017	2016	2015
Current tax provision:			
Federal	\$ —	\$ —	\$ —
State	274	223	138
Foreign	5,559	3,045	2,465
Total current tax provision	<u>5,833</u>	<u>3,268</u>	<u>2,603</u>
Deferred tax provision:			
Federal	165	(10,437)	(170)
State	15	(487)	(14)
Foreign	(506)	(216)	(143)
Total deferred tax provision	<u>(326)</u>	<u>(11,140)</u>	<u>(327)</u>
Total tax provision (benefit)	<u>\$ 5,507</u>	<u>\$ (7,872)</u>	<u>\$ 2,276</u>

For the fiscal year ended January 31, 2017, our tax provision consisted principally of state taxes in the United States and foreign taxes from legal entities established in foreign jurisdictions and withholding taxes paid. For the fiscal year ended January 31, 2016, our tax provision consisted principally of state taxes in the United States and foreign taxes from legal entities established in foreign jurisdictions and withholding taxes paid offset by a partial release of valuation allowance on our United States deferred tax assets as a result of an acquisition during the 2016 fiscal year. For the fiscal year ended January 31, 2015, our tax provision consisted principally of state and foreign income tax expense.

The reconciliation of federal statutory income tax rate to our effective income tax rate is as follows (in thousands):

	Fiscal Year Ended January 31,		
	2017	2016	2015
Expected provision at United States federal statutory rate	\$ (118,892)	\$ (97,459)	\$ (73,635)
State income taxes - net of federal benefit	(10,711)	(8,730)	(3,914)
Stock options	21,772	10,734	9,570
Research and development tax credits	(13,496)	(11,965)	(6,647)
Tax reserve for uncertain tax positions	18	26	(10)
Change in valuation allowance	124,220	108,300	75,910
Non-deductible expenses	2,694	2,632	1,006
Release of valuation allowance due to acquisitions	—	(10,924)	—
Other	(98)	(486)	(4)
Total tax provision (benefit)	<u>\$ 5,507</u>	<u>\$ (7,872)</u>	<u>\$ 2,276</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Deferred tax assets and liabilities consist of the following (in thousands):

	Fiscal Year Ended January 31,	
	2017	2016
Deferred tax assets:		
Net operating loss carryforwards	\$ 220,818	\$ 151,917
Accrued liabilities	14,848	7,995
Tax credit carryforwards	49,280	35,826
Stock-based compensation	36,074	34,912
Deferred revenue	40,046	22,200
Valuation allowance	(356,782)	(236,174)
Total deferred tax assets	4,284	16,676
Deferred tax liabilities:		
Depreciation and amortization	(3,459)	(16,184)
Total deferred tax liabilities	(3,459)	(16,184)
Net deferred taxes	825	492
Recorded as:		
Non-current deferred tax assets	357,607	236,666
Non-current valuation allowance	(356,782)	(236,174)
Net deferred tax assets	\$ 825	\$ 492

Net operating loss and tax credit carryforwards as of January 31, 2017 are as follows (in thousands):

	Amount	Expiration years
Net operating loss, federal	\$ 1,395,563	2025 - 2038
Net operating loss, state	939,720	2019 - 2038
Tax credit, federal	40,260	2026 - 2038
Tax credit, state	38,697	N/A

ASC Topic 740, Income Taxes, requires that the tax benefit of net operating losses, temporary differences and credit carryforwards be recorded as an asset to the extent that we assess that realization is more likely than not. Realization of the future tax benefits is dependent on our ability to generate sufficient taxable income within the carryforward period. Due to our history of U.S. operating losses, we believe the recognition of the deferred tax assets arising from the above-mentioned future tax benefits is currently not more likely than not to be realized and, accordingly, have provided a full valuation allowance against net U.S. deferred tax assets. The valuation allowance totaled \$356.8 million, \$236.2 million and \$135.7 million for fiscal 2017, 2016, and 2015, respectively.

The gross increase in the valuation allowance was \$120.6 million between fiscal 2017 and 2016. At January 31, 2017, we had federal and state net operating loss carryforwards of \$1,395.6 million and \$939.7 million, respectively. The net operating losses for federal and state purposes begin to expire starting in 2025 and 2017, respectively. Additionally, we had federal and state research and development tax credit carryforwards of \$76.7 million and \$55.8 million as of January 31, 2017 and 2016, respectively. Our federal tax credits will start to expire in 2026 if not utilized. At January 31, 2017, we also had \$2.3 million of California Enterprise Zone credits. The California Enterprise Zone credits will expire in 2024 if not utilized.

If certain factors change, we may determine that there is sufficient positive evidence to support a reversal of, or decrease in, the valuation allowance. If we were to reverse all or some part of our valuation allowance, our consolidated financial statements in the period of reversal would likely reflect an increase in assets on our balance sheet and a corresponding tax benefit to our consolidated statements of operations in the amount of the reversal.

Because of certain prior period ownership changes, the utilization of a portion of our United States federal and state NOL and tax credit carryforwards may be limited.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The excess tax benefits associated with stock option exercises are recorded to stockholders' equity only when they reduce income taxes payable. As a result, the excess tax benefits are included in the net operating carryforwards, however, are not reflected in deferred tax assets for fiscal 2017 and 2016. The excess tax benefits for fiscal year 2017 and 2016 are \$301.6 million and \$279.8 million, respectively. Our policy with regard to providing for income tax expense when excess tax benefits are utilized is to follow the "with-and-without" approach as described in ASC 740-20 and ASC 718.

As of January 31, 2017, our liability for uncertain tax positions was \$16.8 million, of which \$0.4 million would, if recognized, impact our effective tax rate. The remainder will not, if recognized, affect the effective income tax rate due to the valuation allowance that currently offsets deferred tax assets.

(in thousands)	Fiscal Year Ended January 31,		
	2017	2016	2015
Balance at beginning of year	\$ 12,493	\$ 8,462	\$ 4,862
Increase related to prior year tax positions	—	—	889
Decrease related to prior year tax positions	—	—	(24)
Increase related to current year tax positions	4,262	4,031	2,735
Balance at end of year	\$ 16,755	\$ 12,493	\$ 8,462

We are required to identify, evaluate and measure all uncertain tax positions taken or to be taken on tax returns and to record liabilities for the amount of these positions that may not be sustained, or may only partially be sustained, upon examination by the relevant taxing authorities. Although we believe that our estimates and judgments were reasonable, actual results may differ from these estimates. Some or all of these judgments are subject to review by the taxing authorities.

We are subject to income taxes in United States federal and various state and local jurisdictions. Generally, we are no longer subject to United States federal, state and local tax examinations for tax years ended before January 31, 2013. However, to the extent allowed by law, the tax authorities may have the right to examine prior periods where net operating losses or tax credits were generated and carried forward, and make adjustments up to the amount of the net operating loss or credit carryforward.

We accrue interest and penalties related to unrecognized tax benefits as a component of income tax expense. As of January 31, 2017 and 2016, there was accrued interest and penalties of \$0.1 million.

We intend either to invest our non-U.S. earnings indefinitely in foreign operations or to remit these earnings to our United States entities in a tax-free manner. For this reason, we do not record federal income taxes on the undistributed earnings of \$16.1 million of our foreign subsidiaries. The determination of the amount of deferred taxes on these earnings is not practicable since the computation would depend on a number of factors that cannot be known unless a decision is made to repatriate the earnings.

(11) Net Loss Per Share

Basic net loss per share is computed by dividing the net loss by the weighted-average number of shares of common stock outstanding during the period, less the weighted-average unvested common stock subject to repurchase or forfeiture. Diluted net loss per share is computed by giving effect to all potential shares of common stock, including preferred stock, stock options, RSUs, PSUs and RSAs, to the extent dilutive.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table sets forth the computation of historical basic and diluted net loss per share (in thousands, except per share data):

	Fiscal Year Ended January 31,		
	2017	2016	2015
Numerator:			
Net loss	\$ (355,189)	\$ (278,772)	\$ (217,116)
Denominator:			
Weighted-average common shares outstanding	134,357	127,415	119,813
Less: Weighted-average unvested common shares subject to repurchase or forfeiture	(447)	(669)	(38)
Weighted-average shares used to compute net loss per share, basic and diluted	133,910	126,746	119,775
Net loss per share, basic and diluted	\$ (2.65)	\$ (2.20)	\$ (1.81)

Since we were in a net loss position for all periods presented, basic net loss per share is the same as diluted net loss per share for all periods as the inclusion of all potentially dilutive securities outstanding would have been anti-dilutive. Potentially dilutive securities that were not included in the diluted per share calculations because they would be anti-dilutive were as follows:

	As of January 31,		
	2017	2016	2015
Shares subject to outstanding common stock options	2,057,894	3,715,999	6,536,855
Shares subject to outstanding RSUs, PSUs and RSAs	14,002,733	15,374,151	12,480,368
Employee stock purchase plan	668,761	548,221	281,716
Total	16,729,388	19,638,371	19,298,939

(12) Related Party Transactions

Certain members of our board of directors (“Board”) serve on the board of directors of and/or are executive officers of, and, in some cases, are investors in, companies that are customers or vendors of ours. Certain of our executive officers also serve on the board of directors of companies that are customers or vendors of ours. All contracts with related parties are executed in the ordinary course of business. We recognized revenue from sales to these companies of \$7.3 million, \$5.1 million, and \$3.1 million for the fiscal years ended January 31, 2017, 2016 and 2015, respectively. There were \$1.9 million and \$0.5 million in accounts receivable due from these companies as of January 31, 2017 and 2016, respectively. We also recorded \$0.4 million, \$2.3 million, and \$2.0 million in expenses related to purchases from these companies during the fiscal years ended January 31, 2017, 2016 and 2015, respectively. There were no accounts payable to these companies as of January 31, 2017 or January 31, 2016.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of January 31, 2017. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures as of January 31, 2017, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Management’s Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act. Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria set forth in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this evaluation, management concluded that our internal control over financial reporting was effective as of January 31, 2017.

The effectiveness of our internal control over financial reporting as of January 31, 2017 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included in Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended January 31, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Executive Officers and Directors

Information responsive to this item is incorporated herein by reference to our definitive proxy statement with respect to our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this annual report on Form 10-K (the “Proxy Statement”).

As part of our system of corporate governance, our board of directors has adopted a code of business conduct and ethics. The code applies to all of our employees, officers (including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions), agents and representatives, including our independent directors and consultants, who are not employees of the Company, with regard to their Splunk-related activities. Our code of business conduct and ethics is available on our website at <http://investors.splunk.com/governance.cfm>. We will post on this section of our website any amendment to our code of business conduct and ethics, as well as any waivers of our code of business conduct and ethics, that are required to be disclosed by the rules of the SEC or the NASDAQ Stock Market.

Item 11. Executive Compensation

The information required by this Item is incorporated herein by reference to the sections entitled “Executive Compensation” and “Corporate Governance at Splunk – Non-Employee Director Compensation” in our Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item is incorporated herein by reference to the sections entitled “Stock Ownership Information – Security Ownership of Certain Beneficial Owners and Management,” and “Executive Compensation – Compensation Tables – Equity Compensation Plan Information” in our Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is incorporated herein by reference to the sections entitled “Corporate Governance at Splunk – Related Party Transactions” and “Corporate Governance at Splunk – Director Independence” in our Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this Item is incorporated herein by reference to the sections entitled “Audit Committee Matters – Fees Paid to the Independent Registered Public Accounting Firm” and “Audit Committee Matters – Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm” in our Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

Documents filed as part of this report are as follows:

1. Consolidated Financial Statements: Our Consolidated Financial Statements are listed in the “Index to Consolidated Financial Statements” Under Part II, Item 8 of this report.
2. Financial Statement Schedules: Financial statement schedules have been omitted because they are not applicable or the required information is shown in the Consolidated Financial Statements or Notes thereto.
3. Exhibits: The documents listed in the Exhibit Index of this report are incorporated by reference or are filed with this report, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

Item 16. Form 10-K Summary

Not applicable.

EXHIBIT

INDEX

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Registrant (<i>incorporated by reference to Exhibit 3.1 filed with the Registrant's Quarterly Report on Form 10-Q filed on June 13, 2012</i>).
3.2	Amended and Restated Bylaws of the Registrant (<i>incorporated by referenced to Exhibit 3.1 filed with the Registrant's Current Report on Form 8-K filed on March 11, 2016</i>).
4.1	Specimen common stock certificate of the Registrant (<i>incorporated by reference to Exhibit 4.1 filed with the Registrant's Registration Statement on Form S-1 filed on April 6, 2012</i>).
10.1#	Form of Indemnification Agreement between the Registrant and its directors and officers (<i>incorporated by reference to Exhibit 10.1 filed with the Registrant's Registration Statement on Form S-1 filed on January 12, 2012</i>).
10.2#	2003 Equity Incentive Plan, as amended, and Forms of Stock Option Agreement under 2003 Equity Incentive Plan (<i>incorporated by reference to Exhibit 10.2 filed with the Registrant's Registration Statement on Form S-1 filed on January 12, 2012</i>).
10.3#	2012 Equity Incentive Plan (<i>incorporated by reference to Exhibit 10.3 filed with the Registrant's Registration Statement on Form S-1 filed on April 6, 2012</i>).
10.4#	2012 Employee Stock Purchase Plan (<i>incorporated by reference to Exhibit 10.4 filed with the Registrant's Registration Statement on Form S-1 filed on April 6, 2012</i>).
10.5	Office Lease, dated as of March 6, 2008, as amended, between Brannan Propco, LLC and the Registrant (<i>incorporated by reference to Exhibit 10.5 filed with the Registrant's Registration Statement on Form S-1 filed on January 12, 2012</i>).
10.6	First Amendment to Office Lease, dated as of June 10, 2011, between Kilroy Realty, L.P. and the Registrant (<i>incorporated by reference to Exhibit 10.6 filed with the Registrant's Registration Statement on Form S-1 filed on January 12, 2012</i>).
10.7	Second Amendment to Office Lease, dated as of November 20, 2012, between Kilroy Realty, L.P. and Splunk Inc. (<i>incorporated by reference to Exhibit 10.1 filed with the Company's Current Report on Form 8-K filed on November 26, 2012</i>).
10.8	Third Amendment to Office Lease, dated as of December 11, 2015, between Kilroy Realty, L.P. and the Registrant (<i>incorporated by reference to Exhibit 10.1 filed with the Registrant's Quarterly Report on Form 10-Q filed on September 8, 2016</i>).
10.9	Office Lease, dated as of April 29, 2014, between 270 Brannan Street, LLC and the Registrant (<i>incorporated by reference to Exhibit 10.2 filed with the Registrant's Quarterly Report on Form 10-Q filed on June 9, 2014</i>).
10.10	Office Lease, dated as of August 24, 2015, between FRIT San Jose Town and Country Village, LLC and the Registrant (<i>incorporated by reference to Exhibit 10.1 filed with the Registrant's Quarterly Report on Form 10-Q filed on December 10, 2015</i>).
10.11	First Amendment to Office Lease, dated as of May 23, 2016, between FRIT San Jose Town and Country Village, LLC and the Registrant (<i>incorporated by reference to Exhibit 10.2 filed with the Registrant's Quarterly Report on Form 10-Q filed on September 8, 2016</i>).

- 10.12 Second Amendment to Office Lease, dated as of December 12, 2016, between FRIT San Jose Town and Country Village, LLC and the Registrant.
- 10.13# Employment Offer Letter between the Registrant and David F. Conte, dated as of January 11, 2012 *(incorporated by reference to Exhibit 10.10 filed with the Registrant's Registration Statement on Form S-1 filed on February 17, 2012).*
- 10.14# Employment Offer Letter between the Registrant and Leonard R. Stein, dated as of January 11, 2012 *(incorporated by reference to Exhibit 10.12 filed with the Registrant's Registration Statement on Form S-1 filed on February 17, 2012).*
- 10.15# Employment Offer Letter between the Registrant and Steven R. Sommer, dated as of January 19, 2012 *(incorporated by reference to Exhibit 10.10 filed with the Registrant's Annual Report on Form 10-K filed on March 31, 2014).*
- 10.16# Employment Offer Letter between the Registrant and Doug Merritt, dated as of November 16, 2015 *(incorporated by reference to Exhibit 10.21 filed with the Registrant's Annual Report on Form 10-K filed on March 30, 2016).*
- 10.17# Employment Offer Letter between the Registrant and Susan St. Ledger, dated as of March 3, 2016 *(incorporated by reference to Exhibit 10.1 filed with the Registrant's Quarterly Report on Form 10-Q filed on June 9, 2016).*
- 10.18# Transition Letter Agreement between the Registrant and Steve Sommer, dated as of July 27, 2016 *(incorporated by reference to Exhibit 10.3 filed with the Registrant's Quarterly Report on Form 10-Q filed on September 8, 2016).*
- 10.19# Employment Offer Letter between the Registrant and Richard Campione, dated as of October 12, 2016 *(incorporated by reference to Exhibit 10.1 filed with the Registrant's Quarterly Report on Form 10-Q filed on December 9, 2016).*
- 10.20# Executive Bonus Plan *(incorporated by reference to Exhibit 10.15 filed with the Registrant's Registration Statement on Form S-1 filed on April 6, 2012).*
- 10.21# Form of Stock Option Agreement under the 2012 Equity Incentive Plan *(incorporated by reference to Exhibit 10.1 filed with the Registrant's Current Report on Form 8-K filed on April 24, 2012).*
- 10.22# Form of Restricted Stock Unit Agreement under the 2012 Equity Incentive Plan *(incorporated by reference to Exhibit 10.2 filed with the Registrant's Current Report on Form 8-K filed on April 24, 2012).*
- 10.23# Form of Subscription Agreement under the 2012 Employee Stock Purchase Plan *(incorporated by reference to Exhibit 10.3 filed with the Registrant's Current Report on Form 8-K filed on April 24, 2012).*
- 10.24# Form of Performance Unit Award Agreement under the 2012 Equity Incentive Plan *(incorporated by reference to Exhibit 10.1 filed with the Registrant's Quarterly Report on Form 10-Q filed on June 9, 2015).*
- 21.1 List of subsidiaries of the Registrant.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
- 31.1 Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
- 31.2 Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
- 32.1 Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.

<i>101.INS</i>	<i>XBRL Instance Document</i>
<i>101.SCH</i>	<i>XBRL Taxonomy Schema Linkbase Document</i>
<i>101.CAL</i>	<i>XBRL Taxonomy Calculation Linkbase Document</i>
<i>101.DEF</i>	<i>XBRL Taxonomy Definition Linkbase Document</i>
<i>101.LAB</i>	<i>XBRL Taxonomy Labels Linkbase Document</i>
<i>101.RE</i>	<i>XBRL Taxonomy Presentation Linkbase Document</i>
#	Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 29, 2017.

SPLUNK INC.

By: /s/ Douglas S. Merritt

Douglas S. Merritt
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL THESE PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Douglas S. Merritt and David F. Conte, and each of them, his or her attorneys-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each said attorneys-in-fact or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas S. Merritt</u> Douglas S. Merritt	President and Chief Executive Officer (Principal Executive Officer)	March 29, 2017
<u>/s/ David F. Conte</u> David F. Conte	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 29, 2017
<u>/s/ Godfrey R. Sullivan</u> Godfrey R. Sullivan	Chairman and Director	March 29, 2017
<u>/s/ Mark T. Carges</u> Mark T. Carges	Director	March 29, 2017
<u>/s/ Amy L. Chang</u> Amy L. Chang	Director	March 29, 2017
<u>/s/ John G. Connors</u> John G. Connors	Director	March 29, 2017
<u>/s/ David M. Hornik</u> David M. Hornik	Director	March 29, 2017
<u>/s/ Patricia B. Morrison</u> Patricia B. Morrison	Director	March 29, 2017
<u>/s/ Thomas M. Neustaetter</u> Thomas M. Neustaetter	Director	March 29, 2017
<u>/s/ Stephen G. Newberry</u> Stephen G. Newberry	Director	March 29, 2017
<u>/s/ Graham V. Smith</u> Graham V. Smith	Director	March 29, 2017

SPLUNK INC.

Copies of Splunk Inc.'s Annual Report, as well as other financial reports and news from Splunk Inc., may be read and downloaded from our website at <http://investors.splunk.com>. If you do not have online access, you may request printed materials by contacting Splunk Inc. Investor Relations at: 415.848.8476.

Auditors

PricewaterhouseCoopers
LLP
San Jose, CA

Corporate Counsel

Wilson Sonsini Goodrich
& Rosati, Professional
Corporation
Palo Alto, CA

Stock Transfer Agent and Registrar of Stock

American Stock Transfer
and Trust Company, LLC
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Phone: 800.937.5449
www.astfinancial.com
Email: info@astfinancial.com

Stock Listing

Splunk Inc. common stock
is traded on NASDAQ
Global Select Market, listed
under the symbol "SPLK"

Investor Relations Contact Information

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DIRECTORS

Mark Carges
Former CTO, eBay

Amy Chang
CEO and Founder,
Accompany

John Connors
Managing Partner,
Ignition Partners

David Hornik
Partner, August Capital

Doug Merritt
President and Chief
Executive Officer, Splunk

Patricia Morrison
EVP and Chief Information
Officer, Cardinal Health

Thomas Neustaetter
Managing Director,
JK&B Capital

Stephen Newberry
Chairman, Lam Research

Graham Smith
Former CFO,
Salesforce.com

Godfrey Sullivan
Chairman, Splunk

MANAGEMENT TEAM

Doug Merritt
President and Chief
Executive Officer

Snehal Antani
Senior Vice President, IoT
and Business Analytics

Richard Campione
Senior Vice President,
Chief Product Officer

David Conte
Senior Vice President and
Chief Financial Officer

Tracy Edkins
Senior Vice President,
Chief Human Resources
Officer

Rick Fitz
Senior Vice President,
IT Markets

Brian Goldfarb
Chief Marketing Officer

Ammar Maraqa
Vice President, Business
Operations

Chris Olson
Senior Vice President,
Cloud

Haiyan Song
Senior Vice President,
Security Markets

Susan St. Ledger
Senior Vice President,
Chief Revenue Officer

Leonard Stein
Senior Vice President,
General Counsel and
Secretary



CORPORATE HEADQUARTERS

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