

SPLUNK INC
Form 8-K
June 08, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported)

June 7, 2018

Splunk Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35498
(Commission
File Number)

86-1106510
(IRS Employer
Identification No.)

270 Brannan Street

San Francisco, California 94107

(Address of principal executive offices, including zip code)

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(415) 848-8400

(Registrant's telephone number, including area code)

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (ß230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (ß240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Splunk Inc. (the Company) held its Annual Meeting of Stockholders (Annual Meeting) on June 7, 2018. The matters voted upon at the Annual Meeting and the results of such voting are set forth below.

Proposal 1: Election of Class III Directors

| Name of Director | For | Against | Abstain | Broker Non-Votes |
|------------------|-------------|-----------|---------|------------------|
| Sara Baack | 112,523,001 | 2,467,377 | 137,581 | 15,062,757 |
| Douglas Merritt | 114,514,976 | 472,016 | 140,967 | 15,062,757 |
| Graham Smith | 113,572,159 | 1,416,700 | 139,100 | 15,062,757 |
| Godfrey Sullivan | 111,318,953 | 3,669,698 | 139,308 | 15,062,757 |

Sara Baack, Douglas Merritt, Graham Smith and Godfrey Sullivan were duly elected as Class III directors.

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm for the Fiscal Year Ending January 31, 2019

| For | Against | Abstain |
|-------------|-----------|---------|
| 128,508,021 | 1,504,601 | 178,094 |

The Company's stockholders approved PricewaterhouseCoopers LLP, independent registered public accountants, to audit the Company's financial statements for the fiscal year ending January 31, 2019, as disclosed in the proxy statement relating to the Annual Meeting.

Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 99,993,381 | 14,665,090 | 469,488 | 15,062,757 |

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

SIGNATURES

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

Splunk Inc.

By:

/s/David F. Conte

David F. Conte

Senior Vice President and Chief Financial Officer

Date: June 8, 2018