

Hortonworks, Inc.
Form 4
December 18, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Benchmark Capital Management Co.
VI, L.L.C.

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE, CA 94062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hortonworks, Inc. [HDP]

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	12/17/2014		P		100,000	A	\$ 16 100,000	I	By Benchmark Capital Partners VI, L.P. ⁽¹⁾
Common Stock	12/17/2014		C		196,397	A	\$ 0 ⁽²⁾ 296,397	I	By Benchmark Capital Partners VI, L.P. ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series D Convertible Preferred Stock	(2)	12/17/2014		C	392,794	(2)	(2)	Common Stock	196,397

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benchmark Capital Management Co. VI, L.L.C. 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
BENCHMARK CAPITAL PARTNERS VI LP 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
BENCHMARK FOUNDERS FUND VI LP 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
Benchmark Founders Fund VI-B, L.P. 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		

Signatures

Benchmark Capital Management Co. VI, L.L.C., /s/ Steven M. Spurlock, Managing Member	12/18/2014
**Signature of Reporting Person	Date
Benchmark Capital Partners VI, L.P., by Benchmark Capital Management Co. VI, L.L.C., its general partner, /s/ Steven M. Spurlock, Managing Member	12/18/2014
**Signature of Reporting Person	Date

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Benchmark Founders' Fund VI, L.P., by Benchmark Capital Management Co. VI, L.L.C., its general partner, /s/ Steven M. Spurlock, Managing Member

12/18/2014

__Signature of Reporting Person

Date

Benchmark Founders' Fund VI-B, L.P., by Benchmark Capital Management Co. VI, L.L.C., its general partner, /s/ Steven M. Spurlock, Managing Member

12/18/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares held of record by Benchmark Capital Partners VI, L.P. ("BCP VI"), as nominee for BCP VI, Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B") and related persons. Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over such shares. Alexandre Balkanski, Matthew R.Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert Kagle, Mitchell H. Lasky and Steven M. Spurlock are the managing members of BCMC VI, which serves as general partner to BCP VI, BFF VI, L.P. and BFF VI-B, L.P., and may be deemed to share voting and investment power over the shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's or entity's pecuniary interest in such securities).

(2) Each share of Series D Convertible Preferred Stock automatically converted into Common Stock on a 1-for-2 basis (one share of Common Stock for every two shares of Preferred Stock) immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date or conversion price.

Remarks:

This report is one of four reports, each on a separate Form 4, but relating to the same transaction being filed by entities affiliated with the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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