

Hortonworks, Inc.
Form 4
February 24, 2016

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 *
FENTON PETER H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2965 WOODSIDE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2016

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

WOODSIDE, CA 94062
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/22/2016		P		4,100	A	\$ 9,9924 (1)
Common Stock							300,497
Common Stock							6,336,803
Common Stock							16,309

By Benchmark Capital Partners VI, L.P. (2)
By Benchmark Capital Partners VII, L.P. (3)

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FENTON PETER H 2965 WOODSIDE ROAD WOODSIDE, CA 94062	X	X		

Signatures

/s/ Steven M. Spurlock, Authorized Signatory 02/24/2016

**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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.95 to \$10.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote 1 to this Form 4.
- (2) 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. Peter H. Fenton is a managing member 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. Mr. Fenton

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and each such 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).

- Shares held of record by Benchmark Capital Partners VII, L.P. ("BCP VII"), as nominee for BCP VII, Benchmark Founders' Fund VII, L.P. ("BFF VII"), Benchmark Founders' Fund VII-B, L.P. ("BFF VII-B") and related persons. Benchmark Capital Management Co. VII, L.L.C. ("BCMC VII"), the general partner of each of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole voting and
- (3) investment power over such shares. Peter H. Fenton is a managing member of BCMC VII, which serves as general partner to BCP VII, BFF VII and BFF VII-B, and may be deemed to share voting and investment power over the shares beneficially held by such entities. Mr. Fenton and each such 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).

Remarks:

This report is one of two reports, both on a separate Form 4, but relating to the same transaction being filed by the applicable r

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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