

Davidson Scott  
 Form 4  
 February 08, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Davidson Scott

(Last) (First) (Middle)

C/O HORTONWORKS, INC., 5470  
 GREAT AMERICA PARKWAY

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_X\_\_\_ 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 Beneficial Ownership (Instr. 4)
Common Stock	02/06/2018		A	(A) or (D)	11,364 (1) \$ 0	D	
Common Stock	02/08/2018		S(2)	(A) or (D)	6,022 \$ 19.19 (3)	D	
Common Stock	02/08/2018		A	(A) or (D)	250,800 (4) \$ 0	D	
Common Stock					7,663	I	Scott & Taryn Davidson Family

Trust  
Dated  
4/4/2006

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

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SEC 1474  
(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 Following Transaction (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
Davidson Scott C/O HORTONWORKS, INC. 5470 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054			See Remarks	

## Signatures

/s/ Anne Kuykendall as Attorney-in-Fact for Scott Davidson  
02/08/2018

\_\_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) Acquired upon the settlement of performance stock units granted on June 3, 2015 under the Issuer's Amended and Restated 2014 Stock Option and Incentive Plan.
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 15, 2017.

## Edgar Filing: Davidson Scott - Form 4

Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$18.94 to \$19.46 per share.

- (3) The Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by the Reporting Person of each separate price within the range.

On February 8, 2018, the Reporting Person was granted 250,800 restricted stock units ("RSUs"). Each RSU represents the right to receive, at settlement, one share of common stock. Eighty-eight percent (88%) of such RSUs shall vest and become releaseable in a series

- (4) of four (4) successive 3-month installments commencing on February 15, 2019, and thereafter, the balance of the RSUs shall vest and become releaseable on February 15, 2020, all subject to grantee's continued status as a service provider. All or portion of the unvested RSUs are subject to acceleration upon the occurrence of certain events.

### **Remarks:**

Chief Financial Officer & Chief Operating Officer

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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