

Gnau Scott E
Form 4
January 03, 2019

FORM 4

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

OMB APPROVAL

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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 *
Gnau Scott E

(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)
01/02/2019

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)

Chief Technology Officer

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 Ownership (Instr. 4)
Common Stock	01/02/2019		F(1)	76,487	D \$ 14.68	248,003	D
Common Stock	01/03/2019		U	248,003	D 0	0	D

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	(3)	01/03/2019		M	18,848	(3) 04/26/2025	Common Stock	18,848
Non-Qualified Stock Option (right to buy)	(4)	01/03/2019		M	84,304	(4) 04/26/2025	Common Stock	84,304

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gnau Scott E C/O HORTONWORKS, INC. 5470 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054			Chief Technology Officer	

Signatures

/s/ Anne Kuykendall as Attorney-in-Fact for Scott E.
Gnau
01/03/2019

____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 withheld to satisfy tax obligations arising out of vesting of restricted stock units, which were accelerated in connection with the Merger (as defined below).
On January 3, 2019, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of October 3, 2018, by and among Cloudera, Inc. ("Cloudera"), Issuer, and Surf Merger Corporation ("Merger Sub"), Merger Sub merged with and into the Issuer, with the Issuer surviving as a direct wholly-owned subsidiary of Cloudera (the "Merger"). Pursuant to the Merger, the Issuer's stockholders (2) received the right to receive 1.305 shares of common stock, par value \$0.00005 per share, of Cloudera (the "Merger Consideration") for each share of the Issuer's stock that they own. Pursuant to the Merger, the Reporting Person disposed of all shares of Issuer common stock beneficially owned by it, including the 248,003 shares that were held directly by the Reporting Person, and received the Merger Consideration for each share of Issuer common stock.
- (3) Pursuant to the Merger, this incentive stock option was cancelled and converted into an option to acquire Cloudera common stock, with the number of shares and exercise price adjusted for the Exchange Ratio in accordance with the terms of the Merger Agreement.

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- (4) Pursuant to the Merger, this non-qualified stock option was cancelled and converted into an option to acquire Cloudera common stock, with the number of shares and exercise price adjusted for the Exchange Ratio in accordance with the terms of the Merger Agreement.

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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