

Reasoner Scott
Form 4
January 03, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Reasoner 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)

01/03/2019

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/03/2019		U	141,072	D	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: Reasoner Scott - Form 4

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)	<u>(2)</u>	01/03/2019		M	26,591	<u>(2)</u> 08/05/2024	Common Stock	26,591
Non-Qualified Stock Option (right to buy)	<u>(3)</u>	01/03/2019		M	16,409	<u>(3)</u> 08/05/2024	Common Stock	16,409
Incentive Stock Option (right to buy)	<u>(2)</u>	01/03/2019		M	1,687	<u>(2)</u> 09/11/2024	Common Stock	1,687
Non-Qualified Stock Option (right to buy)	<u>(3)</u>	01/03/2019		M	10,812	<u>(3)</u> 09/11/2024	Common Stock	10,812

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reasoner 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 Reasoner 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).

On January 3, 2019, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of October 3, 2018 (the "Merger Agreement"), 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

(1) Issuer's stockholders 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 (the "Exchange Ratio"). Pursuant to the Merger, the Reporting Person disposed of all shares of Issuer common stock beneficially owned by it, including the 141,072 shares that were held directly by the Reporting Person, and received the Merger Consideration for each share of Issuer common stock.

Edgar Filing: Reasoner Scott - Form 4

- (2) 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.
- (3) 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.

Remarks:

Chief Accounting Officer, Corporate Controller and Principal Accounting Officer

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.