

Volpi Michelangelo
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 *
Volpi Michelangelo

(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)
06/04/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
Common Stock	06/04/2018		G	V Amount \$ 0 9,765	D	D	
Common Stock					1,126,749	I	By Index Ventures V (Jersey), L.P. (1)
Common Stock					9,128	I	By Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P.

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Common Stock						1,042,132	I	<u>(1)</u> By Index Ventures IV (Jersey), L.P.
Common Stock						100,332	I	<u>(1)</u> By Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P.
Common Stock						23,578	I	<u>(1)</u> Yucca (Jersey) SLP
Common Stock	01/03/2019	U	9,765	D	<u>(2)</u> <u>(3)</u>	0	D	
Common Stock	01/03/2019	U	1,126,749	D	<u>(2)</u> <u>(3)</u>	0	I	<u>(1)</u> By Index Ventures V (Jersey), L.P.
Common Stock	01/03/2019	U	9,128	D	<u>(2)</u> <u>(3)</u>	0	I	<u>(1)</u> By Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P.
Common Stock	01/03/2019	U	1,042,132	D	<u>(2)</u> <u>(3)</u>	0	I	<u>(1)</u> By Index Ventures IV (Jersey), L.P.
Common Stock	01/03/2019	U	100,332	D	<u>(2)</u> <u>(3)</u>	0	I	<u>(1)</u> By Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P.
Common Stock	01/03/2019	U	23,578	D	<u>(2)</u> <u>(3)</u>	0	I	<u>(1)</u> Yucca (Jersey) SLP

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

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Volpi Michelangelo C/O HORTONWORKS, INC. 5470 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054		X		

Signatures

/s/ David Howard, Attorney-in-Fact for Michelangelo Volpi 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) The Reporting Person is a partner within the Index Ventures group. Advisors within the Index Ventures group provide advice to Index Ventures IV (Jersey), L.P., Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P., Index Ventures V (Jersey), L.P., Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P. and Yucca (Jersey) SLP (the "Index Funds"). The Reporting Person is involved in making recommendations to the Index Funds, but does not hold voting or dispositive power over the shares held by the Index Funds. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- (2) 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 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.

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- (3) (Continued from Footnote 2) Pursuant to the Merger, the Reporting Person disposed of all shares of Issuer common stock beneficially owned by it, including the 9,765 shares that were held directly by the Reporting Person, the 1,126,749 shares that were held directly by Index Ventures V (Jersey), L.P., the 9,128 shares that were held directly by Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P., the 1,042,132 shares that were held directly by Index Ventures IV (Jersey), L.P., the 100,332 shares that were held directly by Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P., and the 23,578 shares that were held directly by Yucca (Jersey) SLP, and received the Merger Consideration for each share of Issuer common stock.

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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