

Hortonworks, Inc.
Form 4
February 24, 2015

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 *
Index Venture Associates V Ltd

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2014

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

44 ESPLANADE,

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

ST. HELLIER, CHANNEL ISLANDS, Y9 JE4 9WG

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/17/2014		P		48,978	A	\$ 16 61,223
Common Stock	12/17/2014		P		397	A	\$ 16 496
Common Stock	12/17/2014		P		625	A	\$ 16 781
Common Stock	12/17/2014		C		1,617,252	A	(4) 1,678,475
Common Stock	12/17/2014		C		13,100	A	(4) 13,596

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Common Stock	12/17/2014	C	20,636	A	(4)	21,417	D	(3)	
Common Stock	12/17/2014	P	0	A	(4)	9,375	(5)	I	Michelangelo Volpi

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series B Convertible Preferred Stock	(4)	12/17/2014		C	2,784,961	(4) (4)	Common Stock 1,392,
Series B Convertible Preferred Stock	(4)	12/17/2014		C	22,560	(4) (4)	Common Stock 11,2
Series B Convertible Preferred Stock	(4)	12/17/2014		C	35,538	(4) (4)	Common Stock 17,7
Series C Convertible Preferred Stock	(4)	12/17/2014		C	255,077	(4) (4)	Common Stock 127,5
Series C Convertible Preferred Stock	(4)	12/17/2014		C	2,067	(4) (4)	Common Stock 1,03
Series C Convertible Preferred Stock	(4)	12/17/2014		C	3,255	(4) (4)	Common Stock 1,62

Series D Convertible Preferred Stock	(4)	12/17/2014	C	194,468	(4)	(4)	Common Stock	97,2
Series D Convertible Preferred Stock	(4)	12/17/2014	C	1,575	(4)	(4)	Common Stock	787
Series D Convertible Preferred Stock	(4)	12/17/2014	C	2,481	(4)	(4)	Common Stock	1,24

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Index Venture Associates V Ltd 44 ESPLANADE ST. HELIER, CHANNEL ISLANDS, Y9 JE4 9WG		X		
Index Ventures V (Jersey), L.P. OGIER HOUSE THE ESPLANADE ST. HELIER, Y9 JE4 9WC		X		
Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P. OGIER HOUSE THE ESPLANADE ST. HELIER, Y9 JE4 9WC		X		
Yucca (Jersey) SLP 44 THE ESPLANADE ST. HELIER, Y9 JE4 9WG		X		

Signatures

Index Ventures V (Jersey) L.P., by its Managing General Partner Index Venture Associates V Limited, By: /s/ Giles Johnstone-Scott	02/24/2015
__Signature of Reporting Person	Date
Index Ventures V Parallel Entrepreneur Fund (Jersey) L.P., by its Managing General Partner Index Venture Associates V Limited, By: /s/ Giles Johnstone-Scott	02/24/2015
__Signature of Reporting Person	Date
Index Venture Associates V Limited, By: /s/ Giles Johnstone-Scott	02/24/2015
__Signature of Reporting Person	Date
Elian Employee Benefit Services Limited as Authorized Signatory of Yucca (Jersey) SLP in its capacity as Administrator of the Index Co-Investment Scheme, By: /s/ Giles	02/24/2015

Johnstone-Scott

__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).

The securities are held by Index Ventures V (Jersey) L.P. ("Index Ventures V"). Index Venture Associates V Limited is the managing general partner of Index Ventures V. Paul Willing, Sinead Meehan, David Hall, Bernard Dalle and Phil Balderson are directors of Index

(1) Venture Associates V Limited. Messrs. Willing, Hall, Dalle, Balderson and Ms. Meehan share voting and dispositive power with respect to the securities. Each of these persons disclaims beneficial ownership of these securities except to the extent of his or her pecuniary interest therein.

The securities are held by Index Ventures V Parallel Entrepreneur Fund (Jersey) L.P. ("Index Entrepreneur Fund"). Index Venture Associates V Limited is the managing general partner of Index Entrepreneur Fund. Paul Willing, Sinead Meehan, David Hall, Bernard

(2) Dalle and Phil Balderson are directors of Index Venture Associates V Limited. Messrs. Willing, Hall, Dalle, Balderson and Ms. Meehan share voting and dispositive power with respect to the securities. Each of these persons disclaims beneficial ownership of these securities except to the extent of his or her pecuniary interest therein.

The securities are held by Yucca (Jersey) SLP ("Yucca"). Of Yucca's total ownership of 35,124 shares of Hortonworks, Inc, the above shares represent those securities held in a coinvestment fund that is contractually required to mirror Index Venture Associates V Limited's

(3) investment. As a result, Messrs. Willing, Hall, Dalle, Balderson and Ms. Meehan may be deemed to have voting and dispositive power over Yucca's shares by virtue of its shared dispositive power over and shared voting power over the shares held by Index Venture Associates V Limited. Each of these persons disclaims beneficial ownership of the securities except to the extent of his or her pecuniary interest therein.

Each share of Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock automatically converted into common stock on a 2-for1 basis (for every two preferred, one common) immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date nor conversion price. The number of underlying shares of common stock is shown in the table above.

(4) In connection with initial public offering of Hortonworks which was consummated on December 17, 2014, Mr. Volpi was awarded 9,375 shares of restricted stock as per Hortonworks' company policy. Under applicable contractual agreements and investment policies, Index

(5) Ventures V, Index Entrepreneur Fund, Index Venture Associates V Limited and Yucca have a pecuniary interest with respect to such shares and the proceeds of their sale. Each of these persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

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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