

Hortonworks, Inc.
Form SC 13G/A
February 05, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 3)*

Hortonworks, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

440894103

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: Hortonworks, Inc. - Form SC 13G/A

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 24

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1 NAME OF REPORTING PERSON Benchmark Capital Partners VI, L.P. ("BCP VI")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

249,877 shares, except that Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of BCP VI, may be deemed to have sole power to vote these shares, and Alexandre Balkanski ("Balkanski"), Matthew R. Cohler ("Cohler"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock"), the members of BCMC VI, may be deemed to have shared power to vote these shares.

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

249,877 shares, except that BCMC VI, the general partner of BCP VI, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

| | |
|---|--------------------------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 249,877 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0.3% |
| 12 TYPE OF REPORTING PERSON | PN |

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1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI, L.P. ("BFF VI")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

SOLE VOTING POWER
 15,628 shares, except that BCMC VI, the general partner of BFF VI, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

NUMBER OF
 SHARES
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 15,628 shares, except that BCMC VI, the general partner of BFF VI, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,628
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%
 12 TYPE OF REPORTING PERSON PN

CUSIP NO. 440894103 13 G Page 4 of 25

1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|--|-------------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 6 7 | SOLE VOTING POWER 10,255 shares, except that BCMC VI, the general partner of BFF VI-B, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares. SHARED VOTING POWER See response to row 5. SOLE DISPOSITIVE POWER 10,255 shares, except that BCMC VI, the general partner of BFF VI-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares. |
|--|-------------|--|

8 SHARED DISPOSITIVE POWER
 See response to row 7.

| | |
|---|--------------------------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 10,255 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0.0% |
| 12 TYPE OF REPORTING PERSON | PN |

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1 NAME OF REPORTING PERSON Benchmark Capital Management Co. VI, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

302,697 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B and 26,937 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5 SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

302,697 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B and 26,937 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

7 SHARED DISPOSITIVE POWER

8 See response to row 7.

| | | |
|----|--|--------------------------|
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 302,697 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0.4% |
| 12 | TYPE OF REPORTING PERSON | OO |

CUSIP NO. 440894103 13 G Page 6 of 25

1 NAME OF REPORTING PERSON Benchmark Capital Partners VII, L.P. ("BCP VII")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|--|-------------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 6 7 | SOLE VOTING POWER 5,036,211 shares, except that Benchmark Capital Management Co. VII, L.L.C. ("BCMC VII"), the general partner of BCP VII, may be deemed to have sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Eric Vishria ("Vishria"), the members of BCMC VII, may be deemed to have shared power to vote these shares. SHARED VOTING POWER See response to row 5. SOLE DISPOSITIVE POWER 5,036,211 shares, except that BCMC VII, the general partner of BCP VII, may be deemed to have sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to dispose of these shares. |
|--|-------------|--|

8 SHARED DISPOSITIVE POWER
 See response to row 7.

| | |
|---|-----------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 5,036,211 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | .. |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 6.9% |
| 12 TYPE OF REPORTING PERSON | PN |

CUSIP NO. 440894103 13 G Page 7 of 25

1 NAME OF REPORTING PERSON Benchmark Founders' Fund VII, L.P. ("BFF VII")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 SOLE VOTING POWER 559,315 shares, except that BCMC VII, the general partner of BFF VII, may be deemed to have 5 sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to vote these shares. 6 SHARED VOTING POWER See response to row 5. 7 SOLE DISPOSITIVE POWER 559,315 shares, except that BCMC VII, the general partner of BFF VII, may be deemed to have 7 sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to dispose of these shares. |
|--|--|

8 SHARED DISPOSITIVE POWER
 See response to row 7.

| | |
|---|--------------------------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 559,315 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0.8% |
| 12 TYPE OF REPORTING PERSON | PN |

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1 NAME OF REPORTING PERSON Benchmark Founders' Fund VII-B, L.P. ("BFF VII-B")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 SOLE VOTING POWER 741,277 shares, except that BCMC VII, the general partner of BFF VII-B, may be deemed to have sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to vote these shares. 6 SHARED VOTING POWER See response to row 5. 7 SOLE DISPOSITIVE POWER 741,277 shares, except that BCMC VII, the general partner of BFF VII-B, may be deemed to have sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to dispose of these shares. |
|--|--|

8 SHARED DISPOSITIVE POWER
 See response to row 7.

| | |
|---|--------------------------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 741,277 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 1.0% |
| 12 TYPE OF REPORTING PERSON | PN |

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1 NAME OF REPORTING PERSON Benchmark Capital Management Co. VII, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

6,336,803 shares, of which 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BC MC VII, the general partner of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BC MC VII, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5 SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

6,336,803 shares, of which 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BC MC VII, the general partner of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BC MC VII, may be deemed to have shared power to dispose of these shares.

7 SHARED DISPOSITIVE POWER

8 See response to row 7.

| | |
|---|--------------------------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 6,336,803 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 8.7% |
| 12 TYPE OF REPORTING PERSON | OO |

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1 NAME OF REPORTING PERSON Alexandre Balkanski
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

| | |
|------------------|--|
| 5 6 7 8 | SOLE VOTING POWER 0 shares SHARED VOTING POWER 302,697 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B and 26,937 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Balkanski, a member of BCMC VI, may be deemed to have shared power to vote these shares. SOLE DISPOSITIVE POWER 0 shares SHARED DISPOSITIVE POWER 302,697 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B and 26,937 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Balkanski, a member of BCMC VI, may be deemed to have shared power to dispose of these shares. |
|------------------|--|

| | | |
|----|--|--------------------------|
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 302,697 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0.4% |
| 12 | TYPE OF REPORTING PERSON | IN |

CUSIP NO. 440894103 13 G Page 11 of 25

1 NAME OF REPORTING PERSON Matthew R. Cohler
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 0 shares

6 SHARED VOTING POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Cohler, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Cohler, a member of BCMC VI and BCMC VII, may be deemed to have shared power to dispose of these shares.

| | |
|---|--------------------------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 6,639,500 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 9.1% |
| 12 TYPE OF REPORTING PERSON | IN |

CUSIP NO. 440894103 13 G Page 12 of 25

1 NAME OF REPORTING PERSON Bruce W. Dunlevie
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 0 shares

6 SHARED VOTING POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Dunlevie, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Dunlevie, a member of BCMC VI and BCMC VII, may be deemed to have shared power to dispose of these shares.

| | |
|---|--------------------------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 6,639,500 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 9.1% |
| 12 TYPE OF REPORTING PERSON | IN |

CUSIP NO. 440894103 13 G Page 13 of 25

1 NAME OF REPORTING PERSON Peter Fenton
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

5 SOLE VOTING POWER
 29,307 shares
 SHARED VOTING POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Fenton, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.

6 NUMBER OF
 7 SHARES
 8 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

7 SOLE DISPOSITIVE POWER
 29,307 shares
 SHARED DISPOSITIVE POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Fenton, a member of BCMC VI and BCMC VII, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,668,807
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.2%
 12 TYPE OF REPORTING PERSON IN

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1 NAME OF REPORTING PERSON J. William Gurley
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 0 shares

6 SHARED VOTING POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Gurley, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Gurley, a member of BCMC VI and BCMC VII, may be deemed to have shared power to dispose of these shares.

| | |
|---|--------------------------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 6,639,500 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 9.1% |
| 12 TYPE OF REPORTING PERSON | IN |

CUSIP NO. 440894103 13 G Page 15 of 25

1 NAME OF REPORTING PERSON Kevin R. Harvey
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

5 SOLE VOTING POWER
 0 shares
 6 SHARED VOTING POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Harvey, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.
 7 SOLE DISPOSITIVE POWER
 0 shares
 8 SHARED DISPOSITIVE POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Harvey, a member of BCMC VI and BCMC VII, may be deemed to have shared power to dispose of these shares.

| | |
|---|--------------------------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 6,639,500 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 9.1% |
| 12 TYPE OF REPORTING PERSON | IN |

CUSIP NO. 440894103 13 G Page 16 of 25

1 NAME OF REPORTING PERSON Robert C. Kagle
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

| | |
|------------------|--|
| 5 6 7 8 | SOLE VOTING POWER 0 shares SHARED VOTING POWER 302,697 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B and 26,937 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Kagle, a member of BCMC VI, may be deemed to have shared power to vote these shares. SOLE DISPOSITIVE POWER 0 shares SHARED DISPOSITIVE POWER 302,697 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B and 26,937 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Kagle, a member of BCMC VI, may be deemed to have shared power to dispose of these shares. |
|------------------|--|

| | | |
|----|--|--------------------------|
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 302,697 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0.4% |
| 12 | TYPE OF REPORTING PERSON | IN |

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1 NAME OF REPORTING PERSON Mitchell H. Lasky
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 0 shares

6 SHARED VOTING POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Lasky, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Lasky, a member of BCMC VI and BCMC VII, may be deemed to have shared power to dispose of these shares.

| | |
|---|--------------------------|
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 6,639,500 |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 9.1% |
| 12 TYPE OF REPORTING PERSON | IN |

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1 NAME OF REPORTING PERSON Steven M. Spurlock
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

| | |
|------------------|--|
| 5 6 7 8 | SOLE VOTING POWER 0 shares SHARED VOTING POWER 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Spurlock, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares. SOLE DISPOSITIVE POWER 0 shares SHARED DISPOSITIVE POWER 6,639,500 shares, of which 249,877 are directly owned by BCP VI, 15,628 are directly owned by BFF VI, 10,255 are directly owned by BFF VI-B, 26,937 are held in nominee form for the benefit of persons associated with BCMC VI, 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Spurlock, a member of BCMC VI and BCMC VII, may be deemed to have shared power to dispose of these shares. |
|------------------|--|

| | |
|---------------------|--|
| 9 10 11 12 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,639,500 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.1% TYPE OF REPORTING PERSON IN |
|---------------------|--|

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1 NAME OF REPORTING PERSON Eric Vishria
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

| | | |
|---|--------------------------|---|
| 5 | SOLE VOTING POWER | 0 shares |
| 6 | SHARED VOTING POWER | 6,336,803 shares, of which 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Vishria, a member of BCMC VII, may be deemed to have shared power to vote these shares. |
| 7 | SOLE DISPOSITIVE POWER | 0 shares |
| 8 | SHARED DISPOSITIVE POWER | 6,336,803 shares, of which 5,036,211 are directly owned by BCP VII, 559,315 are directly owned by BFF VII and 741,277 are directly owned by BFF VII-B. BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Vishria, a member of BCMC VII, may be deemed to have shared power to dispose of these shares. |

| | | |
|----|--|--------------------------|
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 6,336,803 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 8.7% |
| 12 | TYPE OF REPORTING PERSON | IN |

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This Amendment No. 3 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners VI, L.P., a Delaware limited partnership (“BCP VI”), Benchmark Founders’ Fund VI, L.P., a Delaware limited partnership (“BFF VI”), Benchmark Founders’ Fund VI-B, L.P., a Delaware limited partnership (“BFF VI-B”), Benchmark Capital Management Co. VI, L.L.C., a Delaware limited liability company (“BCMC VI”), Benchmark Capital Partners VII, L.P., a Delaware limited partnership (“BCP VII”), Benchmark Founders’ Fund VII, L.P., a Delaware limited partnership (“BFF VII”), Benchmark Founders’ Fund VI-B, L.P., a Delaware limited partnership (“BFF VII-B”), Benchmark Capital Management Co. VII, L.L.C., a Delaware limited liability company (“BCMC VII”), and Alexandre Balkanski (“Balkanski”), Matthew R. Cohler (“Cohler”), Bruce W. Dunlevie (“Dunlevie”), Peter Fenton (“Fenton”), J. William Gurley (“Gurley”), Kevin R. Harvey (“Harvey”), Robert C. Kagle (“Kagle”), Mitchell H. Lasky (“Lasky”) and Steven M. Spurlock (“Spurlock”) (together with all prior and current amendments thereto, this “Schedule 13G”).

ITEM 1(A). NAME OF ISSUER

Hortonworks, Inc.

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

5470 Great America Parkway

Santa Clara, California 95054

NAME OF PERSONS FILING

ITEM 2(A). This Statement is filed BCP VI, BFF VI, BFF VI-B, BCMC VI, BCP VII, BFF VII, BFF VII-B, BCMC VII, Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky, Spurlock and Eric Vishria (“Vishria”). The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B.

BCMC VII, the general partner of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP VII, BFF VII and BFF VII-B.

Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are members of BCMC VI and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B.

Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria are members of BCMC VII and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP VII, BFF VII and BFF VII-B.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark

2965 Woodside Road
Woodside, California 94062

ITEM 2(C). CITIZENSHIP

BCP VI, BFF VI, BFF VI-B, BCP VII, BFF VII and BFF VII-B are Delaware limited partnerships. BCMC VI and BCMC VII are Delaware limited liability companies. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky, Spurlock and Vishria are United States Citizens.

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ITEM 2(D) and (E).

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 440894103

ITEM 3.

Not Applicable.

OWNERSHIP

ITEM -

4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2017 (based on 72,756,312 shares of Common Stock of the issuer outstanding as of December 31, 2017 as reported by the issuer to the Reporting Persons).

Amount beneficially owned:

- (a) See Row 9 of cover page for each Reporting Person.

Percent of Class:

- (b) See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

- (i) See Row 5 of cover page for each Reporting Person.

- (ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP VI, BFF VI and BFF VI-B, and the limited liability company agreement of BCMC VI, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

Under certain circumstances set forth in the limited partnership agreements of BCP VII, BFF VII and BFF VII-B, and the limited liability company agreement of BCMC VII, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 5, 2018

BENCHMARK CAPITAL PARTNERS VI, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND VI, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND VI-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. VI, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

BENCHMARK CAPITAL PARTNERS VII, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND VII, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND VII-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. VII, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

ALEXANDRE BALKANSKI
MATTHEW R. COHLER
BRUCE W. DUNLEVIE

PETER FENTON
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
MITCHELL H. LASKY
STEVEN M. SPURLOCK
ERIC VISHRIA

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact

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EXHIBIT INDEX

| Exhibit | Found on Sequentially Numbered Page |
|--------------------------------------|---|
| Exhibit A: Agreement of Joint Filing | 25 |

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exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Hortonworks, Inc. shall be filed on behalf of each Reporting Person. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.