

Hortonworks, Inc.  
Form S-8  
May 14, 2015

As filed with the U.S. Securities and Exchange Commission on May 14, 2015

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Hortonworks, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**5470 Great America Parkway**

**37-1634325**  
**(I.R.S. Employer**

**Identification Number)**

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**Santa Clara, California 95054**

**(Address of Registrant's Principal Executive Offices)**

**HORTONWORKS, INC. 2014 STOCK OPTION AND INCENTIVE PLAN**

**HORTONWORKS, INC. 2014 EMPLOYEE STOCK PURCHASE PLAN**

**(Full title of the plan)**

**Robert Bearden**

**Chief Executive Officer**

**Hortonworks, Inc.**

**5470 Great America Parkway**

**Santa Clara, California 95054**

**408.916.4121**

**(Name, address and telephone number of agent for service)**

*Copies to:*

**Craig M. Schmitz, Esq.**

**Richard A. Kline, Esq.**

**Bradley C. Weber, Esq.**

**Goodwin Procter LLP**

**135 Commonwealth Drive**

**Menlo Park, California 94025**

**David M. Howard, Esq.**

**General Counsel & Secretary**

**Hortonworks, Inc.**

**5470 Great America Parkway**

**Santa Clara, California 95054**

**650.388.9775**

650.752.3100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of Registration Fee
Common stock, \$0.0001 par value per share, reserved for issuance pursuant to the Hortonworks, Inc. 2014 Stock Option and Incentive Plan	2,136,240 <sup>(2)</sup>	\$20.12 <sup>(4)</sup>	\$42,981,148.80	\$4,994.41
Common stock, \$0.0001 par value per share, reserved for issuance pursuant to the Hortonworks, Inc. 2014 Employee Stock Purchase Plan	427,248 <sup>(3)</sup>	\$17.10 <sup>(5)</sup>	\$7,305,940.80	\$848.95
Total	2,563,488		\$50,287,089.60	\$5,843.36

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) The Hortonworks, Inc. 2014 Stock Option and Incentive Plan (the 2014 Plan ) provides for an annual increase in the number of shares reserved and available for issuance under the 2014 Plan as follows: The number of shares available for issuance under the 2014 Plan will be increased each January 1, beginning on January 1, 2015, by 5% of the outstanding number of shares of our common stock on the immediately preceding December 31. The 2,136,240 shares of common stock registered hereunder were authorized as of January 1, 2015 pursuant to the

annual increase provisions described above.

- (3) The Hortonworks, Inc. 2014 Employee Stock Purchase Plan (the 2014 ESPP ) provides for an annual increase in the number of shares reserved and available for issuance under the 2014 ESPP as follows: The number of shares available for issuance under the 2014 ESPP will be increased each January 1, beginning January 1, 2015 and each January 1 thereafter, by the lesser of (i) 1,000,000 shares of Stock; (ii) 1 percent (1%) of the number of shares of issued and outstanding on the immediately preceding December 31; or (iii) such lesser number of shares of common stock determined by the Administrator (as defined in the 2014 ESPP). The 427,248 shares of common stock registered hereunder were authorized as of January 1, 2015 pursuant to the annual increase provisions described above.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act on the basis of \$20.12 per share, which represents the average of the high and low prices of the Registrant's common stock as reported on the NASDAQ Global Select Market on May 7, 2015.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, and based on 85% of \$20.12 per share, which represents the average of the high and low prices of the Registrant's common stock as reported on the NASDAQ Global Select Market on May 7, 2015. Pursuant to the 2014 ESPP, the purchase price of the shares of the Registrant's common stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value of the Registrant's common stock on the first trading day of the offering period or on the exercise date.

**REGISTRATION OF ADDITIONAL SHARES**

**PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 is being filed by Hortonworks, Inc. (the Registrant ) to register 2,136,240 additional shares of common stock of the Registrant, \$0.0001 par value (the Common Stock ), reserved for issuance under the Hortonworks, Inc. 2014 Stock Option and Incentive Plan, as amended from time to time, and 427,248 additional shares of Common Stock reserved for issuance under the Hortonworks, Inc. 2014 Employee Stock Purchase Plan, as amended from time to time. Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 of the Registrant filed with the Securities and Exchange Commission (the Commission ) on December 12, 2014 (File No. 333-200877) are hereby incorporated in this Registration Statement by reference to the extent not replaced hereby.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the Commission on March 27, 2015;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (c) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A (Registration No. 001-36780) filed with the Commission on December 9, 2014 under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the

date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement on Form S-8, which Exhibit Index is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on May 14, 2015.

**HORTONWORKS, INC.**

By: /s/ Robert Bearden  
 Robert Bearden  
*Chief Executive Officer*

**POWER OF ATTORNEY AND SIGNATURES**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Bearden and Scott Davidson, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of Hortonworks, Inc., and any or all amendments (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Robert Bearden	Chief Executive Officer	May 14, 2015
<b>Robert Bearden</b>	and Director  (Principal Executive Officer)	
/s/ Scott Davidson	Chief Financial Officer	May 14, 2015
<b>Scott Davidson</b>	(Principal Financial Officer)	
/s/ Scott Reasoner	Vice President, Controller and	May 14, 2015
<b>Scott Reasoner</b>	Principal Accounting Officer  (Principal Accounting Officer)	



/s/ Paul Cormier

Director

May 14, 2015

**Paul Cormier**

/s/ Peter Fenton

Director

May 14, 2015

**Peter Fenton**

/s/ Martin Fink

Director

May 14, 2015

**Martin Fink**

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Kevin Klausmeyer <b>Kevin Klausmeyer</b>	Director	May 14, 2015
/s/ Jay Rossiter <b>Jay Rossiter</b>	Director	May 14, 2015
/s/ Michelangelo Volpi <b>Michelangelo Volpi</b>	Director	May 14, 2015

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**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
4.1	Form of common stock certificate of the Registrant <sup>(1)</sup>
4.2	2014 Stock Option and Incentive Plan and forms of agreements thereunder <sup>(2)</sup>
4.3	2014 Employee Stock Purchase Plan, as amended and restated on March 3, 2015 <sup>(3)</sup>
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Deloitte & Touche, LLP, independent registered public accounting firm
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1	Power of Attorney (see page II-1 of this Registration Statement on Form S-8)

- (1) Filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-200044), filed previously with the Commission on December 1, 2014 and incorporated by reference herein.
- (2) Filed as Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-200044), filed previously with the Commission on November 10, 2014 and incorporated by reference herein.
- (3) Filed as Exhibit 10.10 to the Registrant's Annual Report on Form 10-K (File No. 001-36780), filed previously with the Commission on March 27, 2015 and incorporated by reference herein.