

Hortonworks, Inc.
Form 3
December 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
YAHOO INC			(Month/Day/Year)	Hortonworks, Inc. [HDP]	
(Last)	(First)	(Middle)	12/11/2014	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
701 FIRST AVENUE				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
SUNNYVALE, CA 94089				<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)		(give title below)	(specify below)
					6. Individual or Joint/Group Filing(Check Applicable Line)
					<input checked="" type="checkbox"/> Form filed by One Reporting Person
					<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Series A Preferred Stock	Â (1)	Â (1)	Common Stock	3,135,656	\$ (1)	D	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	283,530	\$ (1)	D	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	426,620	\$ (1)	D	Â
Series A Preferred Stock Warrants (right to buy)	Â (2)	06/30/2020	Common Stock (3)	3,250,000 (3)	\$ 0.01 (3)	D	Â
Common Stock Warrants (right to buy)	Â (2)	06/09/2023	Common Stock	476,368	\$ 8.46	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YAHOO INC 701 FIRST AVENUE SUNNYVALE, CA 94089	Â	Â X	Â	Â

Signatures

/s/ Ken Goldman, Chief Financial Officer,
Yahoo! Inc.

12/11/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares of each series of preferred stock are currently convertible at any time, at the Reporting Person's election, into common stock of Hortonworks, Inc. (the "Issuer") on a 1-for-2 basis (one common for every two preferred); the number of underlying common shares is shown in the table above (subject to adjustment for certain dilutive issuances, splits, and combinations). The preferred shares have no expiration date, and will automatically convert into shares of common stock upon the closing of the Issuer's initial public offering.

(2) These warrants become exercisable upon the occurrence of certain corporate transactions, including the closing of the Issuer's initial public offering.

(3) These warrants currently represent the right to buy 6,500,000 shares of the Issuer's Series A Preferred Stock at an exercise price of \$0.005 per share. Upon the closing of the Issuer's initial public offering, the Series A Preferred Stock will convert to common stock of the Issuer on a 1-for-2 basis and, therefore, these warrants will become exercisable at any time, at the Reporting Person's election, for 3,250,000 shares of common stock at an exercise price of \$0.01 per share.

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.