Hortonworks, Inc.
Form 3/A
December 16, 2014

FORM 3

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

	OMB APPROVAL
OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 [*] Â SPURLOCK STEVEN M	2. Date of Event Requiring Statement (Month/Day/Year) 12/11/2014	3. Issuer Name **and** Ticker or Trading Symbol Hortonworks, Inc. [HDP]
(Last) (First) (Middle)		
2965 WOODSIDE ROAD		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)

5. If Amendment, Date Original Filed(Month/Day/Year)
12/11/2014

6. Individual or Joint/Group Filing(Check Applicable Line)

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

___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

WOODSIDE,Â CAÂ 94062

(City)   (State)   (Zip)

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)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Convertible Preferred Stock	Â [1]	Â [1]	Common	5,879,356	$ [1]	I	By Benchmark Capital Partners VII, L.P. [2]
Series C Convertible Preferred Stock	Â [1]	Â [1]	Common	261,050	$ [1]	I	By Benchmark Capital Partners VII, L.P [2]
Series D Convertible Preferred Stock	Â [1]	Â [1]	Common	196,397	$ [1]	I	By Benchmark Capital Partners VI, L.P. [3]
Series D Convertible Preferred Stock	Â [1]	Â [1]	Common	196,397	$ [1]	I	By Benchmark Capital Partners VII, L.P. [2]

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPURLOCK STEVEN M 2965 WOODSIDE ROAD WOODSIDE,Â CAÂ 94062	Â	Â X	Â	Â
BALKANSKI ALEXANDRE 2965 WOODSIDE ROAD WOODSIDE,Â CAÂ 94062	Â	Â X	Â	Â
Cohler Matt 2965 WOODSIDE ROAD WOODSIDE,Â CAÂ 94062	Â	Â X	Â	Â
DUNLEVIE BRUCE 2965 WOODSIDE ROAD WOODSIDE,Â CAÂ 94062	Â	Â X	Â	Â
GURLEY J WILLIAM 2965 WOODSIDE ROAD WOODSIDE,Â CAÂ 94062	Â	Â X	Â	Â
HARVEY KEVIN 2965 WOODSIDE ROAD WOODSIDE,Â CAÂ 94062	Â	Â X	Â	Â
KAGLE ROBERT 2965 WOODSIDE ROAD WOODSIDE,Â CAÂ 94062	Â	Â X	Â	Â
LASKY MITCHELL 2965 WOODSIDE ROAD WOODSIDE,Â CAÂ 94062	Â	Â X	Â	Â

Signatures

Alexandre Balanski, /s/ Steven M. Spurlock, Authorized Signatory	12/16/2014
**Signature of Reporting Person	Date
Matthew R. Cohler, /s/ Steven M. Spurlock, Authorized Signatory	12/16/2014
**Signature of Reporting Person	Date
Bruce W. Dunlevie, /s/ Steven M. Spurlock, Authorized Signatory	12/16/2014
**Signature of Reporting Person	Date
J. William Gurley, /s/ Steven M. Spurlock, Authorized Signatory	12/16/2014
**Signature of Reporting Person	Date
Kevin R. Harvey, /s/ Steven M. Spurlock, Authorized Signatory	12/16/2014
**Signature of Reporting Person	Date
Robert C. Kagle, /s/ Steven M. Spurlock, Authorized Signatory	12/16/2014
**Signature of Reporting Person	Date
Steven M. Spurlock, /s/ Steven M. Spurlock	12/16/2014
**Signature of Reporting Person	Date
Mitchell H. Lasky, /s/ Steven M. Spurlock, Authorized Signatory	12/16/2014
**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)   Each share of Series A Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock automatically converts into Common Stock on a 2-for-1 basis (for every two shares of Preferred Stock, one share of Common Stock) immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date or conversion price. The number of underlying shares of Common Stock is shown in the table above.

(2)   Shares held of record by Benchmark Capital Partners VII, L.P, ("BCP VII"), as nominee for BCP VII, Benchmark Founders' Fund VII, L.P. ("BFF VII"), Benchmark Founders' Fund VII-B, L.P. ("BFF VII-B") and related persons. Benchmark Capital Management Co. VII, L.L.C. ("BCMC VII"), the general partner of each of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole voting and investment power over such shares. Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Steven M. Spurlock, and Mitchell H. Lasky are the managing members of BCMC VII, which serves as general partner to BCP VII, BFF VII and BFF VII-B, and may be deemed to share voting and investment power over the shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's or entity's pecuniary interest in such securities).

(3)   Shares held of record by Benchmark Capital Partners VI, L.P. ("BCP VI"), as nominee for BCP VI, Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B") and related persons. Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over such shares. Alexandre Balkanski, Matthew R.Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert Kagle, Mitchell H. Lasky and Steven M. Spurlock are the managing members of BCMC VI, which serves as general partner to BCP VI, BFF VI, L.P. and BFF VI-B, L.P., and may be deemed to share voting and investment power over the shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities

(except to the extent of such person's or entity's pecuniary interest in such securities).

Â

Remarks:

ThisÂ reportÂ isÂ oneÂ ofÂ fourÂ reports,Â eachÂ onÂ aÂ separateÂ FormÂ 3,Â butÂ relatingÂ toÂ theÂ sameÂ transacti

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.

Explanation of Responses: 4