

Hortonworks, Inc.
Form 4
December 18, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
FENTON PETER H

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)
2965 WOODSIDE ROAD
(Street)

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

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

WOODSIDE, CA 94062
(City) (State) (Zip)

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

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

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/17/2014		P		100,000	A	\$ 16	100,000	I	By Benchmark Capital Partners VI, L.P. (1) (2)
Common Stock	12/17/2014		C		196,397	A	\$ 0 (3)	296,397	I	By Benchmark Capital Partners VI, L.P. (1) (2)
Common Stock	12/17/2014		C		6,336,803	A	\$ 0 (3)	6,336,803	I	By Benchmark

Capital Partners VII, L.P. ⁽⁴⁾

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

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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 Underlying Securities (Instr. 3 and 4)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Series A Convertible Preferred Stock	(3)	12/17/2014		C	11,758,712	(3) (3)	Common Stock	5,879	
Series C Convertible Preferred Stock	(3)	12/17/2014		C	522,101	(3) (3)	Common Stock	261	
Series D Convertible Preferred Stock	(3)	12/17/2014		C	392,794	(3) (3)	Common Stock	196	
Series D Convertible Preferred Stock	(3)	12/17/2014		C	392,795	(3) (3)	Common Stock	196	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FENTON PETER H
2965 WOODSIDE ROAD X X
WOODSIDE, CA 94062

Signatures

/s/ Steven Spurlock, Authorized Signatory 12/18/2014

**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).
 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 C. 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.
- (1) (Continued from footnote 1) 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).
 Each share of Series A Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock automatically converted into Common Stock on a 1-for-2 basis (one share of Common Stock for every two shares of Preferred Stock) immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date or conversion price.
- (3) 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).
- (4)

Remarks:

This report is one of four reports, each on a separate Form 4, but relating to the same transaction being filed by entities affiliated with the issuer.

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.