

Hortonworks, Inc.
Form 4
December 30, 2015

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 *
Cunitz Herbert

(Last) (First) (Middle)

C/O HORTONWORKS, INC., 5470
GREAT AMERICA PARKWAY

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hortonworks, Inc. [HDP]

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					89,979	D	
Common Stock	12/28/2015		S ⁽¹⁾	1,300 D	\$ 20.97 232,200 (6)	I	See Footnote (3)
Common Stock	12/28/2015		S ⁽¹⁾	1,300 D	\$ 20.97 232,200 (6)	I	See Footnote (4)
Common Stock	12/28/2015		S ⁽¹⁾	1,300 D	\$ 20.97 859,893 (6)	I	See Footnote (5)

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Common Stock	12/29/2015	S ⁽¹⁾	1,300	D	\$ 21.46 (2)	230,900	I	See Footnote (3)
Common Stock	12/29/2015	S ⁽¹⁾	1,300	D	\$ 21.46 (2)	230,900	I	See Footnote (4)
Common Stock	12/29/2015	S ⁽¹⁾	1,300	D	\$ 21.46 (2)	858,593	I	See Footnote (5)

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

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(9-02)

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cunitz Herbert C/O HORTONWORKS, INC. 5470 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054			President	

Signatures

/s/ David Howard as Attorney-in-fact for Herbert Cunitz

12/30/2015

**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).

(1) These transactions were executed pursuant to a 10b5-1 trading plan executed on March 8, 2015.

Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$21.06 to \$21.96 per share.

(2) The Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.

(3) Herbert D. Cunitz and Laura J. Cunitz, Trustees of the Cunitz 2014 Irrevocable Trust fbo Jaclyn L. Cunitz.

(4) Herbert D. Cunitz and Laura J. Cunitz, Trustees of the Cunitz 2014 Irrevocable Trust fbo Graham M. Cunitz.

(5) Herbert D. Cunitz and Laura J. Cunitz, Trustees of the Herbert D. Cunitz Trust dated March 17, 2000.

Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$20.85 to \$21.30 per share.

(6) The Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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