Hortonworks, Inc. Form 4 June 13, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Cunitz Herbert

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Hortonworks, Inc. [HDP]

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

06/09/2016

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

(First)

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

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

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

President

below)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

Person

Issuer

below)

Director

X_ Officer (give title

SANTA CLARA, CA 95054

(City)	(State)	(Zip) 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
~			Code V	Amount	or (D)	Price	(Instr. 3 and 4)					
Common Stock	06/09/2016		S(1)	4,500	D	\$ 11.1 (2)	223,358	D				
Common Stock	06/10/2016		S(1)	4,023	D	\$ 10.64 (3)	219,335	D				
Common Stock							230,900	I	See Footnote (4)			
Common Stock							230,900	I	See Footnote (5)			

Common See See Stock 858,593 I Footnote (6)

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

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. etionNum of B) Deriv Secu: Acqu (A) c Dispo of (D (Instr	ber Expir (Mon vative rities tired or osed 0) r. 3,	nte Exerci ration Da nth/Day/Y		7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code	V (A)			Expiration Date	Title	Amount or Number of Shares		

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

06/13/2016

**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 14, 2015.
- (2) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$10.94 to \$11.42 per share. 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

Reporting Owners 2

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shares sold by the Reporting Person at each separate price within the range.

- Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$10.44 to \$10.83 per share.
- (3) 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.
- (4) Herbert D. Cunitz and Laura J. Cunitz, Trustees of the Cunitz 2014 Irrevocable Trust fbo Jaclyn L. Cunitz.
- (5) Herbert D. Cunitz and Laura J. Cunitz, Trustees of the Cunitz 2014 Irrevocable Trust fbo Graham M. Cunitz.
- (6) Herbert D. Cunitz and Laura J. Cunitz, Trustees of the Herbert D. Cunitz Trust dated March 17, 2000.

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.