Hortonworks, Inc. Form 4 February 15, 2017

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

Check this box if no longer subject to Section 16.

Form 4 or

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

OMB APPROVAL

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Connolly Shaun Issuer Symbol Hortonworks, Inc. [HDP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ __ Other (specify C/O HORTONWORKS, INC., 5470 02/14/2017 below) GREAT AMERICA PARKWAY Chief Strategy Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SANTA CLARA, CA 95054

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit n(A) or Dis (Instr. 3, 4	sposed	of (D) Frice	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 Beneficial Ownership (Instr. 4)
Common Stock	02/14/2017		S(1)	10,740	D	\$ 10.09 (2)	572,591	D	
Common Stock	02/15/2017		M <u>(1)</u>	2,804	A	\$ 1.28	575,395	D	
Common Stock	02/15/2017		S <u>(1)</u>	2,804	D	\$ 10.42	572,591	D	
Common Stock	02/15/2017		S <u>(1)</u>	5,026	D	\$ 10.42	567,565	D	

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

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SEC 1474 (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. Transacti Code (Instr. 8)	5. Number or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 1.28	02/15/2017		M <u>(1)</u>	2,804	(3)	07/31/2022	Common Stock	2,804

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Connolly Shaun

C/O HORTONWORKS, INC. 5470 GREAT AMERICA PARKWAY

Chief Strategy Officer

SANTA CLARA, CA 95054

Signatures

/s/ Anne Kuykendall as Attorney-in-Fact for Shaun Connolly

02/15/2017

**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 June 14, 2016.

Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$9.82 to \$10.37 per share. The (2) 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.

Reporting Owners 2

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1/4th of the shares subject to the option vested on August 1, 2013 and 1/48th of the shares subject to the option vest monthly thereafter,

(3) subject to the Reporting Person's continuous service to the Issuer on each such date. All or a portion of the then unvested shares are subject to acceleration upon the occurrence of certain events.

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.