

BEARDEN ROBERT G
Form 4
January 03, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BEARDEN ROBERT G

(Last) (First) (Middle)

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

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

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

SANTA CLARA, CA 95054

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

(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 (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)
			Code	V	Amount	(D)	Price
Common Stock	01/02/2019		A ⁽¹⁾		714,711	A	\$ 0
Common Stock	01/02/2019		F ⁽²⁾		318,911	D	\$ 14.68
Common Stock	01/03/2019		U		965,409	D	0

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

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number.

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 Security (Instr. 3 and 4)
Performance Stock Unit	\$ 0	01/02/2019		M	714,711	<u>(4)</u> 09/10/2021	Common Stock 71
Non-Qualified Stock Option (right to buy)	<u>(5)</u>	01/03/2019		M	336,328	<u>(5)</u> 08/20/2023	Common Stock 33

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEARDEN ROBERT G C/O HORTONWORKS, INC. 5470 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054	X		President & CEO	

Signatures

/s/ David Howard as Attorney-in-Fact for Robert G. Bearden 01/03/2019

__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) Acquired upon the settlement of performance stock units granted on September 10, 2017 under the Issuer's Amended and Restated 2014 Stock Option and Incentive Plan, which were accelerated in connection with the Merger (as defined below).

(2) Shares withheld to satisfy taxes arising out of settlement of performance stock units.

On January 3, 2019, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of October 3, 2018 (the "Merger Agreement"), by and among Cloudera, Inc. ("Cloudera"), Issuer, and Surf Merger Corporation ("Merger Sub"), Merger Sub merged with and into the Issuer, with the Issuer surviving as a direct wholly-owned subsidiary of Cloudera (the "Merger"). Pursuant to the Merger, the

(3) Issuer's stockholders received the right to receive 1.305 shares of common stock, par value \$0.00005 per share, of Cloudera (the "Merger Consideration") for each share of the Issuer's stock that they own (the "Exchange Ratio"). Pursuant to the Merger, the Reporting Person disposed of all shares of Issuer common stock beneficially owned by it, including the 965,409 shares that were held directly by the Reporting Person, and received the Merger Consideration for each share of Issuer common stock.

(4)

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These Performance Stock Units ("PSUs") were accelerated in connection with the Merger. Each PSU would have vested and become releasable upon achievement of certain performance criteria.

- (5) Pursuant to the Merger, this non-qualified stock option was cancelled and converted into an option to acquire Cloudera common stock, with the number of shares and exercise price adjusted for the Exchange Ratio in accordance with the terms of the Merger Agreement.

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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