

Gnau Scott E
Form 4
January 03, 2019

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gnau Scott E

(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)

01/02/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/02/2019 | | F ⁽¹⁾ | | 76,487 | D | \$ 14.68 |
| Common Stock | 01/03/2019 | | U | | 248,003 | D | <u>(2)</u> |
| | | | | | 0 | | |

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
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SEC 1474
(9-02)

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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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares of Underlying Security |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Incentive Stock Option (right to buy) | (3) | 01/03/2019 | | M | 18,848 | (3) 04/26/2025 | Common Stock | 18,848 |
| Non-Qualified Stock Option (right to buy) | (4) | 01/03/2019 | | M | 84,304 | (4) 04/26/2025 | Common Stock | 84,304 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Gnau Scott E C/O HORTONWORKS, INC. 5470 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054 | Chief Technology Officer |

Signatures

/s/ Anne Kuykendall as Attorney-in-Fact for Scott E.
Gnau 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) Shares withheld to satisfy tax obligations arising out of vesting of restricted stock units, which were accelerated in connection with the Merger (as defined below).
- On January 3, 2019, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of October 3, 2018, 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 Issuer's stockholders
- (2) 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. Pursuant to the Merger, the Reporting Person disposed of all shares of Issuer common stock beneficially owned by it, including the 248,003 shares that were held directly by the Reporting Person, and received the Merger Consideration for each share of Issuer common stock.
- (3) Pursuant to the Merger, this incentive 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.

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- (4) 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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