

Hortonworks, Inc.
Form 4
December 19, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YAHOO INC

(Last) (First) (Middle)

701 FIRST AVENUE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Hortonworks, Inc. [HDP]

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

12/17/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Common Stock	12/17/2014		C	3,845,806	A	11	3,845,806 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)

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Preferred Stock	<u>(1)</u>	12/17/2014		C	6,271,312	<u>(1)</u>	<u>(1)</u>	Common Stock	3,13
Series C Preferred Stock	<u>(1)</u>	12/17/2014		C	567,061	<u>(1)</u>	<u>(1)</u>	Common Stock	283
Series D Preferred Stock	<u>(1)</u>	12/17/2014		C	853,240	<u>(1)</u>	<u>(1)</u>	Common Stock	426
Common Stock Warrants (right to buy) <u>(2)</u>	\$ 0.01					12/17/2014	06/30/2020	Common Stock	3,25
Common Stock Warrants (right to buy) <u>(3)</u>	\$ 8.46					12/17/2014	06/09/2023	Common Stock	476

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
YAHOO INC 701 FIRST AVENUE SUNNYVALE, CA 94089	X

Signatures

/s/ Ken Goldman, Chief Financial Officer,
Yahoo! Inc.

12/19/2014

 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) The shares of preferred stock, which had no expiration date, automatically converted into shares of common stock of Hortonworks, Inc. (the "Issuer") on a 1-for-2 basis (one common for every two preferred) upon the closing of the Issuer's initial public offering.

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- These warrants were listed in the Reporting Person's Form 3 as Series A Preferred Stock Warrants. As previously reported, they became exercisable at any time, at the Reporting Person's election, for common stock of the Issuer, rather than Series A Preferred Stock, upon the closing of the Issuer's initial public offering on December 17, 2014. The number of warrants, underlying shares, and exercise price reported above reflect the automatic conversion of preferred stock into common stock, which occurred on such date.
- (2)
- (3) As previously reported, these warrants became exercisable at any time, at the Reporting Person's election, for common stock of the Issuer upon the closing of the Issuer's initial public offering on December 17, 2014.

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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