Hortonworks, Inc. Form 4 October 30, 2015

### FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to

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

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per 0.5 response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *_ Pavlik Greg			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Hortonworks, Inc. [HDP]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O HORTONWORKS, INC., 5470 GREAT AMERICA PARKWAY			10/28/2015	_X_ Officer (give title Other (specify		
				below) below) VP, Engineering		
	(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				Form filed by More than One Reportin Person		

(City)	(State)	(Zip) Tabl	le I - Non-D	erivative S	Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly 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 on(A) or Di (Instr. 3,	sposed	of (D)	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	10/28/2015		M(1)	1,022	A	\$ 4.76	212,038	D	
Common Stock	10/28/2015		S(1)	1,022	D	\$ 19.39	211,016	D	
Common Stock	10/28/2015		S <u>(1)</u>	16,843	D	\$ 19.7 (2)	303,939	I	Gregory Pavlik and Ruth Ann Pavlik, as trustees of the Pavlik

Trust dated

March 15, 2013

(9-02)

(In

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control 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)	erivative Expiration Date urities (Month/Day/Year) uired or oosed of  r. 3, 4,		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
Stock Option (Right to Buy)	\$ 4.76	10/28/2015		M <u>(1)</u>	1,022	(3)	08/20/2023	Common Stock	1,022

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>2</b>	Director	10% Owner	Officer	Other			
Pavlik Greg							
C/O HORTONWORKS, INC.			VP,				
5470 GREAT AMERICA PARKWAY			Engineering				
SANTA CLARA, CA 95054							

## **Signatures**

/s/ David Howard as Attorney-in-fact for Gregory 10/30/2015 Pavlik

> \*\*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 executed pursuant to a 10b5-1 trading plan executed on March 11, 2015.

Reporting Owners 2

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- Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$19.39 to \$20.00 per share.
- (2) 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.
- 1/4th of the shares subject to the option vested on August 19, 2014 and 1/48th of the shares subject to the option shall vest monthly
- (3) thereafter, subject to the Reporting Person's continuous service to the issuer on each such date. 100% 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.