

Davidson Scott  
Form 4  
July 20, 2017

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Davidson Scott

(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)  
07/18/2017

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)

See Remarks

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	07/18/2017		A	(A) Amount 246,150 (1)	\$ 0 914,801	D	
Common Stock	07/18/2017		A	(A) Amount 246,150 (2)	\$ 0 1,160,951	D	
Common Stock					33,532	I	Scott & Taryn Davidson Family Trust Dated 4/4/2006

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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. 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davidson Scott C/O HORTONWORKS, INC. 5470 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054				See Remarks

## Signatures

/s/ Anne Kuykendall as Attorney-in-Fact for Scott Davidson 07/20/2017

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).
- On July 18, 2017, the Reporting Person was granted 246,150 restricted stock units ("RSUs"). Each RSU represents the right to receive, at settlement, one share of common stock. One-eighth (1/8) of such RSUs shall vest and become releasable on November 9, 2017, and
- (1) thereafter, the balance of the RSUs shall vest and become releasable in a series of seven (7) successive 3-month installments over the following twenty-one (21) months thereafter, all subject to grantee's continued status as a service provider. All or portion of the unvested RSUs are subject to acceleration upon the occurrence of certain events.
  - (2) On July 18, 2017, the Reporting Person was granted 246,150 RSUs. Each RSU represents the right to receive, at settlement, one share of common stock. One-eighth (1/8) of such RSUs shall vest and become releasable on February 14, 2018, and thereafter, the balance of the RSUs shall vest and become releasable in a series of seven (7) successive 3-month installments over the following twenty-one (21)

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months thereafter, all subject to grantee's continued status as a service provider. All or portion of the unvested RSUs are subject to acceleration upon the occurrence of certain events.

### **Remarks:**

Chief Financial Officer & Chief Operating Officer

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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