

Reasoner Scott
Form 4
February 08, 2018

FORM 4

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

OMB APPROVAL

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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 *
Reasoner 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)

02/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/06/2018		A		36,026 (1)	A	\$ 0 262,282 D
Common Stock	02/06/2018		A		2,692 (2)	A	\$ 0 264,974 D
Common Stock	02/08/2018		S(3)		2,692	D	\$ 19.38 262,282 D

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				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
Reasoner 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 Reasoner
 02/08/2018
 **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 February 6, 2018, the Reporting Person was granted 36,026 restricted stock units ("RSUs"). Each RSU represents the right to receive, at settlement, one share of common stock. One-quarter (1/4) of such restricted stock units shall vest and become releaseable on February 15, 2019, and thereafter, the balance of the restricted stock units shall vest and become releaseable in a series of three (3) successive 3-month installments over the following nine (9) 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.
- (1) 15, 2019, and thereafter, the balance of the restricted stock units shall vest and become releaseable in a series of three (3) successive 3-month installments over the following nine (9) 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) Acquired upon the settlement of performance stock units granted on June 3, 2015 under the Issuer's Amended and Restated 2014 Stock Option and Incentive Plan.
 - (3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 14, 2016.

Remarks:

Chief Accounting Officer, Corporate Controller and Principal Accounting 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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