

Hortonworks, Inc.
Form 3/A
December 16, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â BEARDEN ROBERT G</p> <p>(Last) (First) (Middle)</p> <p>C/O HORTONWORKS, INC.,Â 5470 GREAT AMERICA PARKWAY</p> <p>(Street)</p> <p>SANTA CLARA,,Â CAÂ 95054</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/11/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Hortonworks, Inc. [HDP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Executive Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/11/2014</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,718,382	I	Robert Gene Bearden, Jr. Grantor Retained Annuity Trust
Common Stock	31,617	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â (1)	02/08/2022	Common Stock	544,227	\$ 0.54	D	Â
Stock Option (right to buy)	Â (2)	08/20/2023	Common Stock	336,328	\$ 4.76	D	Â
Stock Option (right to buy)	Â (3)	09/11/2014	Common Stock	1,185,000	\$ 14.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEARDEN ROBERT G C/O HORTONWORKS, INC. 5470 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ David Howard as Attorney in fact for Robert G. Bearden

12/16/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This option is early exercisable. 1/48th of the shares subject to the option vested on March 4, 2012 and 1/48th of the shares subject to the option shall vest monthly thereafter, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of certain events.

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 thereafter, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of certain events.

3% of the shares subject to the option vested on December 31, 2014 and 3% of the shares subject to the option shall vest at the end of each quarter thereafter until December 31, 2015. 5% of the shares subject to the option shall vest on March 31, 2016 and 5% of the shares subject to the option shall vest at the end of each quarter thereafter until March 31, 2017. 6% of the shares subject to the option shall vest on June 30, 2017 and 6% of the shares subject to the option shall vest at the end of each quarter thereafter until September 30, 2019. All vesting is subject to the Reporting Person's continuous service to the Issuer on each such date.

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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