

Hortonworks, Inc.
Form 3
December 11, 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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Benchmark Capital Management Co. VII, L.L.C.			(Month/Day/Year)	Hortonworks, Inc. [HDP]
(Last)	(First)	(Middle)		
2965 WOODSIDE ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WOODSIDE,Â CAÂ 94062			<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	<input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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)
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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)

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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common	5,879,356	\$ <u>(1)</u>	I	By Benchmark Capital Partners VII, L.P. <u>(2)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common	261,050	\$ <u>(1)</u>	I	By Benchmark Capital Partners VII, L.P. <u>(2)</u>
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common	196,397	\$ <u>(1)</u>	I	By Benchmark Capital Partners VII, L.P. <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benchmark Capital Management Co. VII, L.L.C. 2965 WOODSIDE ROAD WOODSIDE, CA 94062	â	â X	â	â
Benchmark Capital Partners VII, L.P. 2965 WOODSIDE ROAD WOODSIDE, CA 94062	â	â X	â	â
Benchmark Founders' Fund VII, L.P. 2965 WOODSIDE ROAD WOODSIDE, CA 94062	â	â X	â	â
Benchmark Founders' Fund VII-B, L.P. 2965 WOODSIDE ROAD WOODSIDE, CA 94062	â	â X	â	â

Signatures

Benchmark Capital Management Co. VII, L.L.C., /s/ Steven M. Spurlock, Managing Member	12/11/2014
<u> </u> **Signature of Reporting Person	Date
Benchmark Capital Partners VII, L.P., by Benchmark Capital Management Co. VII, L.L.C., its general partner, /s/ Steven M. Spurlock, Managing Member1	12/11/2014
<u> </u> **Signature of Reporting Person	Date
Benchmark Founders' Fund VII, L.P., by Benchmark Capital Management Co. VII, L.L.C., its general partner, /s/ Steven M. Spurlock, Managing Member	12/11/2014
<u> </u> **Signature of Reporting Person	Date
Benchmark Founders' Fund VII-B, L.P., by Benchmark Capital Management Co. VII, L.L.C., its general partner, /s/ Steven M. Spurlock, Managing Member	12/11/2014
<u> </u> **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).

(1) Each share of Series A Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock automatically converts into Common Stock on a 2-for-1 basis (for every two shares of Preferred Stock, one share of Common Stock) immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date or conversion price. The number of underlying shares of Common Stock is shown in the table above.

(2) Shares held of record by Benchmark Capital Partners VII, L.P. ("BCP VII"), as nominee for BCP VII, Benchmark Founders' Fund VII, L.P. ("BFF VII"), Benchmark Founders' Fund VII-B, L.P. ("BFF VII-B") and related persons. Benchmark Capital Management Co. VII, L.L.C. ("BCMC VII"), the general partner of each of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole voting and investment power over such shares. Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Steven M. Spurlock, and Mitchell H. Lasky are the managing members of BCMC VII, which serves as general partner to BCP VII, BFF VII and BFF VII-B, and may be deemed to share voting and investment power over the shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's or entity's pecuniary interest in such securities).

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Remarks:

ThisÂ reportÂ isÂ oneÂ ofÂ fourÂ reports,Â eachÂ onÂ aÂ separateÂ FormÂ 3,Â butÂ relatingÂ toÂ theÂ sameÂ transacti

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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