

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)

| | | | | |
|---|---------|--------------------------------------|--|---|
| 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. VI, L.L.C. | | (Month/Day/Year) | Hortonworks, Inc. [HDP] | |
| (Last) | (First) | 12/11/2014 | | |
| 2965 WOODSIDE ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 12/11/2014 |
| WOODSIDE,Â CAÂ 94062 | | | <input type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | | <input checked="" type="checkbox"/> 10% Owner | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) | (specify below) |

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) |
|------------------------------------|--|---|--|

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

(I)
(Instr. 5)Series D Convertible
Preferred Stock

Â (1)

Â (1)

Common 196,397 \$ (1)

I

By Benchmark
Capital Partners
VI, L.P. (2)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Benchmark Capital Management Co. VI, L.L.C. 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | Â | Â X | Â | Â |
| BENCHMARK CAPITAL PARTNERS VI LP 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | Â | Â X | Â | Â |
| BENCHMARK FOUNDERS FUND VI LP 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | Â | Â X | Â | Â |
| Benchmark Founders Fund VI-B, L.P. 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | Â | Â X | Â | Â |

Signatures

| | |
|--|--------------------|
| Benchmark Capital Management Co. VI, L.L.C., /s/ Steven M. Spurlock, Managing Member **Signature of Reporting Person | 12/16/2014 Date |
| Benchmark Capital Partners VI, L.P., by Benchmark Capital Management Co. VI, L.L.C., its general partner, /s/ Steven M. Spurlock, Managing Member **Signature of Reporting Person | 12/16/2014 Date |
| Benchmark Founders' Fund VI, L.P., by Benchmark Capital Management Co. VI, L.L.C., its general partner, /s/ Steven M. Spurlock, Managing Member **Signature of Reporting Person | 12/16/2014 Date |
| Benchmark Founders' Fund VI-B, L.P., by Benchmark Capital Management Co. VI, L.L.C., its general partner, /s/ Steven M. Spurlock, Managing Member **Signature of Reporting Person | 12/16/2014 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 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 VI, L.P. ("BCP VI"), as nominee for BCP VI, Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B") and related persons. Benchmark Capital Management Co. VI, L.L.C. ("BMC VI"), the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power

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over such shares. Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert Kagle, Mitchell H. Lasky and Steven M. Spurlock are the managing members of BCMC VI, which serves as general partner to BCP VI, BFF VI, L.P. and BFF VI-B, L.P., 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:

This report is one of four reports, each on a separate Form 3, but relating to the same transaction.

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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