

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>YAHOO INC</b>			2. Issuer Name and Ticker or Trading Symbol <b>Hortonworks, Inc. [ HDP ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/17/2014</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
701 FIRST AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>SUNNYVALE CA 94089</b>								
(City) (State) (Zip)								

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/17/2014		C		3,845,806	A	(1)	3,845,806	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	12/17/2014		C		6,271,312		(1)	(1)	Common Stock	3,135,656	(1)	0	D	
Series C Preferred Stock	(1)	12/17/2014		C		567,061		(1)	(1)	Common Stock	283,530	(1)	0	D	
Series D Preferred Stock	(1)	12/17/2014		C		853,240		(1)	(1)	Common Stock	426,620	(1)	0	D	
Common Stock Warrants (right to buy) <sup>(2)</sup>	\$0.01							12/17/2014	06/30/2020	Common Stock	3,250,000		3,250,000	D	
Common Stock Warrants (right to buy) <sup>(3)</sup>	\$8.46							12/17/2014	06/09/2023	Common Stock	476,368		476,368	D	

**Explanation of Responses:**

- The shares of preferred stock, which had no expiration date, automatically converted into shares of common stock of Hortonworks, Inc. (the "Issuer") on a 1-for-2 basis (one common for every two preferred) upon the closing of the Issuer's initial public offering.
- These warrants were listed in the Reporting Person's Form 3 as Series A Preferred Stock Warrants. As previously reported, they became exercisable at any time, at the Reporting Person's election, for common stock of the Issuer, rather than Series A Preferred Stock, upon the closing of the Issuer's initial public offering on December 17, 2014. The number of warrants, underlying shares, and exercise price reported above reflect the automatic conversion of preferred stock into common stock, which occurred on such date.
- As previously reported, these warrants became exercisable at any time, at the Reporting Person's election, for common stock of the Issuer upon the closing of the Issuer's initial public offering on December 17, 2014.

**Remarks:**

/s/ Ken Goldman, Chief  
Financial Officer, Yahoo! Inc.      12/19/2014

\*\* Signature of Reporting Person      Date

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

\* 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).

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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