

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

|  |  |  |   |
|--|--|--|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>YAHOO INC</u><br><br>(Last) (First) (Middle)<br><u>701 FIRST AVENUE</u><br><br>(Street)<br><u>SUNNYVALE CA 94089</u><br><br>(City) (State) (Zip) | <b>2. Date of Event Requiring Statement (Month/Day/Year)</b><br>12/11/2014 | <b>3. Issuer Name and Ticker or Trading Symbol</b><br><u>Hortonworks, Inc. [ HDP ]</u><br><br><b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) | <b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

#### 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: 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 |  |  |   |
| Series A Preferred Stock                         | (1)  | (1)             | Common Stock  | 3,135,656                  | (1)  | D  |   |
| Series C Preferred Stock                         | (1)  | (1)             | Common Stock  | 283,530                    | (1)  | D  |   |
| Series D Preferred Stock                         | (1)  | (1)             | Common Stock  | 426,620                    | (1)  | D  |   |
| Series A Preferred Stock Warrants (right to buy) | (2)  | 06/30/2020      | Common Stock <sup>(3)</sup>   | 3,250,000 <sup>(3)</sup>   | 0.01 <sup>(3)</sup>                                    | D  |   |
| Common Stock Warrants (right to buy)             | (2)  | 06/09/2023      | Common Stock  | 476,368                    | 8.46   | D  |   |

**Explanation of Responses:**

1. The shares of each series of preferred stock are currently convertible at any time, at the Reporting Person's election, into common stock of Hortonworks, Inc. (the "Issuer") on a 1-for-2 basis (one common for every two preferred); the number of underlying common shares is shown in the table above (subject to adjustment for certain dilutive issuances, splits, and combinations). The preferred shares have no expiration date, and will automatically convert into shares of common stock upon the closing of the Issuer's initial public offering.
2. These warrants become exercisable upon the occurrence of certain corporate transactions, including the closing of the Issuer's initial public offering.
3. These warrants currently represent the right to buy 6,500,000 shares of the Issuer's Series A Preferred Stock at an exercise price of \$0.005 per share. Upon the closing of the Issuer's initial public offering, the Series A Preferred Stock will convert to common stock of the Issuer on a 1-for-2 basis and, therefore, these warrants will become exercisable at any time, at the Reporting Person's election, for 3,250,000 shares of common stock at an exercise price of \$0.01 per share.

**Remarks:**

/s/ Ken Goldman, Chief  
Financial Officer, Yahoo! Inc.      12/11/2014

\*\* 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.