

Hortonworks, Inc.
Form 425
October 05, 2018

Filed by Cloudera, Inc.
Pursuant to Rule 425 under the Securities Act of 1933, as amended,
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Subject Company: Hortonworks, Inc.
Commission File No: 001-36780

This filing relates to the proposed merger of Hortonworks, Inc., a Delaware corporation (“Hortonworks”), with Surf Merger Corporation (“Merger Sub”), a Delaware corporation and a directly, wholly owned subsidiary of Cloudera, Inc., a Delaware corporation (“Cloudera”), pursuant to the terms of that certain Agreement and Plan of Merger, dated as of October 3, 2018, by and among Cloudera, Hortonworks and Merger Sub. The following is a form of email correspondence to be sent by Tom Reilly, Chief Executive Officer of Cloudera, to certain Cloudera’s partners and by Rob Bearden, Chief Executive Officer of Hortonworks to certain Hortonworks’ partners on October 5, 2018.

Cloudera & Hortonworks Merger Partner Announcement

Audience: Cloudera & Hortonworks Partner Communities Globally

Email Communication - Based on Customer email messaging

Banner content:
Cloudera + Hortonworks
From the Edge to AI

Headline: Hortonworks and Cloudera Agree to Merge
Subhead: And what it means to our Partner Ecosystem

Cloudera and Hortonworks are pleased to announce that we have entered into a definitive agreement to merge our two companies. Over the past 10 years, Cloudera and Hortonworks have defined and shaped the market for big data and analytics in the enterprise. We are excited at the opportunity this gives us to deliver more value to our customers, and together with our Partners to deliver it faster, as we work together to define the next generation enterprise data cloud. We intend to bring together our combined assets to enable enterprise IT to span public clouds, datacenters, the Edge and everywhere in between. Our mission is to deliver a platform that works with cloud ease

and elasticity everywhere enterprises need to work - the industry's first enterprise data cloud from the Edge to AI.

Our combined scale and resources will allow us to invest more in what customers have told us they want - a modern hybrid data platform running the enterprise's most demanding IoT/streaming, data engineering, data warehousing and machine learning/AI applications across the datacenter, public clouds and the Edge. Together we are stronger - with approximately \$720 million in TTM revenue, more than \$500 million in cash, zero debt, and a growing top line. We plan to deliver an even better platform, advancing towards a shared vision of the future and all backed by a vibrant and growing open source community.

Partners have been central to the success of both Cloudera and Hortonworks and we have a partner-centric vision for the combined company. We see Partners benefitting from working with a single platform and go-to-market motion, in addition to a larger combined customer base (2,500+) post-merger, delivering more opportunity, efficiency and scale for our Partners.

This is an exciting time - here's what you can expect from us as we begin our journey as a combined team, and also what we need from you during this time:

For the next several months the two independent companies will be hard at work delivering on their pre-existing roadmaps and planning for our shared future. We ask that our Partners work with us as two independent companies during this time.

Once the merger closes, we plan to create a near-term "unity release" that combines the best of both worlds of CDH 6 and HDP 3. Existing customers can upgrade to this unity release at their discretion. We will develop a plan for Partners to test and certify on this unity release.

Over time, we plan to make this unified platform a functional superset of all past CDH and HDP releases and our future capabilities current HDP and HDF offerings. Our commitment is to include our Partners each step of the way.

Open source will remain a central element of our shared future both in the community and with our customers. The combined company will continue to provide a supported 100% open source platform equivalent to the current HDP and HDF offerings.

We also recognize that different customers will want to embrace our long-term future at different speeds. For this reason we will extend plans to maintain and enhance CDH, HDF and HDP for the next 3 years. This is intended to give customers the confidence to look forward to a steady stream of innovation on the platforms you already use. Where possible, we plan to cross-port valuable components and features across our two platforms to make transition to our next generation “unity” platform easy. Very soon every one of our combined customers will have the opportunity to extend their data platform from the Edge to AI, leveraging the unique assets each of our companies bring to this merger.

We hope you are as excited as we are for our collective future. The potential for data to transform business is greater than ever and the need for modern data management from the Edge to AI has never been more urgent.

Together, with our Partners, we look forward to capturing the opportunity ahead of us.

Tom Reilly

P.S. You can also check out Mike Olson’s blog [here](#) or the press release [here](#).

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the federal securities law that are subject to various risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in such statements. Words such as “anticipate,” “expect,” “project,” “intend,” “believe,” and words and terms of similar substance used in connection with any discussion of future plans, actions or events identify forward-looking statements. Such statements are subject to risks and uncertainties that include, but are not limited to: (i) Cloudera or Hortonworks may be unable to obtain stockholder approval as required for the merger; (ii) other conditions to the closing of the merger may not be satisfied; (iii) the merger may involve unexpected costs, liabilities or delays; (iv) the effect of the announcement of the merger on the ability of Cloudera or Hortonworks to retain

and hire key personnel and maintain relationships with customers, suppliers and others with whom Cloudera or Hortonworks does business, or on Cloudera's or Hortonworks' operating results and business generally; (v) Cloudera's or Hortonworks' respective businesses may suffer as a result of uncertainty surrounding the merger and disruption of management's attention due to the merger; (vi) the outcome of any legal proceedings related to the merger; (vii) Cloudera or Hortonworks may be adversely affected by other economic, business, and/or competitive factors; (viii) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; (ix) risks that the merger disrupts current plans and operations and the potential difficulties in employee retention as a result of the merger; (x) the risk that Cloudera or Hortonworks may be unable to obtain governmental and regulatory approvals required for the transaction, or that required governmental and regulatory approvals may delay the transaction or result in the imposition of conditions that could reduce the anticipated benefits from the proposed transaction or cause the parties to abandon the proposed transaction; and (xi) other risks to consummation of the merger, including the risk that the merger will not be consummated within the expected time period or at all. Additional factors that may affect the future results of Cloudera and Hortonworks are set forth in their respective filings with the Securities and Exchange Commission (SEC), including each of Cloudera's and Hortonworks' most recently filed Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC, which are available on the SEC's website at www.sec.gov. See in particular Item 1A of Part II of Cloudera's Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 under the heading "Risk Factors" and Item 1A of Part II of Hortonworks' Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 under the heading "Risk Factors." The risks and uncertainties described above and in Cloudera's most recent Quarterly Report on Form 10-Q and Hortonworks' most recent Quarterly Report on Form 10-Q are not exclusive and further information concerning Cloudera and Hortonworks and their respective businesses, including factors that potentially could materially affect its business, financial condition or operating results, may emerge from time to time. Readers are urged to consider these factors carefully in evaluating these forward-looking statements. Readers should also carefully review the risk factors described in other documents that Cloudera and Hortonworks file from time to time with the SEC. The forward-looking statements in this press release speak only as of the date of this press release. Except as required by law, Cloudera and Hortonworks assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

No Offer or Solicitation

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval with respect to the proposed merger or otherwise. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Additional Information and Where to Find It

In connection with the proposed merger between Cloudera and Hortonworks, Cloudera intends to file a registration statement on Form S-4 containing a joint proxy statement/prospectus of Cloudera and Hortonworks and other documents concerning the proposed merger with the SEC. The definitive proxy statement will be mailed to the stockholders of Cloudera and Hortonworks in advance of the special meeting. **BEFORE MAKING ANY VOTING DECISION, CLOUDERA'S AND HORTONWORKS' RESPECTIVE STOCKHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS FILED BY EACH OF CLOUDERA AND HORTONWORKS WITH THE SEC IN CONNECTION WITH THE PROPOSED MERGER OR INCORPORATED BY REFERENCE THEREIN BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION.** Investors and security holders will be able to obtain a free copy of the joint proxy statement/prospectus and other documents containing important information about Cloudera and Hortonworks, once such documents are filed with the SEC, through the website maintained by the SEC at www.sec.gov. Cloudera and Hortonworks make available free of charge at www.cloudera.com and www.hortonworks.com, respectively (in the "Investor Relations" section), copies of materials they file with, or furnish to, the SEC. The contents of the websites referenced above are not deemed to be incorporated by reference into the registration statement or the joint proxy statement/prospectus.

Participants in the Solicitation

This document does not constitute a solicitation of proxy, an offer to purchase or a solicitation of an offer to sell any securities. Cloudera, Hortonworks and their respective directors, executive officers and certain employees may be deemed to be participants in the solicitation of proxies from the stockholders of Cloudera and Hortonworks in connection with the proposed merger. Information

regarding the special interests of these directors and executive officers in the proposed merger will be included in the joint proxy statement/prospectus referred to above. Security holders may also obtain information regarding the names, affiliations and interests of Cloudera's directors and executive officers in Cloudera's Annual Report on Form 10-K for the fiscal year ended January 31, 2018, which was filed with the SEC on April 4, 2018, and its definitive proxy statement for the 2018 annual meeting of stockholders, which was filed with the SEC on May 16, 2018. Security holders may obtain information regarding the names, affiliations and interests of Hortonworks' directors and executive officers in Hortonworks' Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the SEC on March 15, 2018, and its definitive proxy statement for the 2018 annual meeting of stockholders, which was filed with the SEC on April 24, 2018. To the extent the holdings of Cloudera securities by Cloudera's directors and executive officers or the holdings of Hortonworks securities by Hortonworks' directors and executive officers have changed since the amounts set forth in Cloudera's or Hortonworks' respective proxy statement for its 2018 annual meeting of stockholders, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of such individuals in the proposed merger will be included in the joint proxy statement/prospectus relating to the proposed merger when it is filed with the SEC. These documents (when available) may be obtained free of charge from the SEC's website at www.sec.gov, Cloudera's website at www.cloudera.com and Hortonworks' website at www.hortonworks.com. The contents of the websites referenced above are not deemed to be incorporated by reference into the registration statement or the joint proxy statement/prospectus.