

# **CLOUDERA, INC.**

Reported by  
**LYNN JESSE**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 10/13/21 for the Period Ending 10/08/21

Address	395 PAGE MILL ROAD PALO ALTO, CA, 94306
Telephone	650 644 3950
CIK	0001535379
Symbol	CLDR
SIC Code	7372 - Services-Prepackaged Software
Industry	Software
Sector	Technology
Fiscal Year	01/31

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
LYNN JESSE		Cloudera, Inc. [ CLDR ]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O CLOUDERA INC., 5470 GREAT AMERICA PKWY		10/8/2021			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SANTA CLARA, CA 95054				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	10/8/2021		M	(3)	35950	A	(3)	97926	D	
Common Stock	10/8/2021		D	(1)	97926	D	(2)	0	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Restricted Stock Units	(3)	10/8/2021		M	(3)	35950	(3)	(3)	Common Stock	35950	(3)	0	D	

### Explanation of Responses:

- On October 8, 2021, pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 1, 2021, by and among Sky Parent Inc. ("Parent"), Project Sky Merger Sub Inc. ("Merger Sub") and Cloudera, Inc. (the "Company"), Merger Sub merged with and into the Company, each outstanding share of common stock, par value \$0.01 per share, of the Company ("Company Share") (other than Owned Company Shares or Dissenting Company Shares) was thereupon canceled and converted into the right to receive \$16.00 in cash (the "Merger Consideration"), with the Company surviving the merger.
- Pursuant to the Merger Agreement, the Reporting Person disposed of all Company Shares beneficially owned by it, and received the Merger Consideration for each Company Share.
- Pursuant to the Merger Agreement, each Restricted Stock Unit held by the Reporting Person was cancelled in exchange for the Merger Consideration.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYNN JESSE C/O CLOUDERA INC. 5470 GREAT AMERICA PKWY SANTA CLARA, CA 95054	X			

### Signatures

/s/ Jesse Lynn by David Howard, Attorney-in-Fact

10/13/2021

\*\*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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