

CLOUDERA, INC.

Reported by
REASONER SCOTT

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
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)	
Reasoner Scott		Cloudera, Inc. [CLDR]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Accounting Officer	
(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	(I)	113060	A	(I)	209389	D	
Common Stock	10/8/2021		D	(I)	209309	D	(I)	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	Title	Amount or Number of Shares				
Restricted Stock Units	(I)	10/8/2021		M	(I)		72103	(I)	(I)	Common Stock	72103	(I)	0	D	
Performance Stock Units	(I)	10/8/2021		M	(I)		40957	(I)	(I)	Common Stock	40957	(I)	0	D	

Explanation of Responses:

(1) 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") and each Restricted Stock Unit and Performance Stock Unit held by the Reporting Person was converted into the right to receive the Merger Consideration, subject to any continued vesting conditions in accordance with the terms of the Merger Agreement, with the Company surviving the merger.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reasoner Scott C/O CLOUDERA INC. 5470 GREAT AMERICA PKWY SANTA CLARA, CA 95054			Chief Accounting Officer	

Signatures

/s/ Scott Reasoner 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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