

**CLOUDERA, INC.**  
Reported by  
**BEARDEN ROBERT G**

**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
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CIK	0001535379
Symbol	CLDR
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# 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 * <b>BEARDEN ROBERT G</b>  (Last) (First) (Middle) <b>C/O CLOUDERA INC., 5470 GREAT AMERICA PKWY</b>  (Street) <b>SANTA CLARA, CA 95054</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Cloudera, Inc. [ CLDR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Executive Officer</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>10/8/2021</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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**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)	976004	A	(I)	1379404	D	
Common Stock	10/8/2021		D	(I)	1379404	D	(I)	0	D	

**Table II - Derivative Securities 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. 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)		976004	(I)	(I)	Common Stock	976004	(I)	0	D	
Stock Option (right to buy)	\$3.65	10/8/2021		D			438908	(I)	8/20/2023	Common Stock	438908	(I)	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 with the Company surviving the merger, and each restricted stock unit held by the Reporting Person was converted into the right to receive \$16.00 in cash (the "Merger Consideration"), subject to any continued vesting conditions in accordance with the terms of the Merger Agreement.
- This stock option was fully vested. Pursuant to the Merger Agreement, the stock option was cancelled in exchange for the right to receive a cash payment for each share underlying the stock option equal to the difference between the Merger Consideration and the exercise price per share.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEARDEN ROBERT G C/O CLOUDERA INC. 5470 GREAT AMERICA PKWY SANTA CLARA, CA 95054			Chief Executive Officer	

### Signatures

/s/ Robert Bearden by David Howard, Attorney-in-Fact

10/13/2021

\*\*Signature of Reporting Person

Date

\* 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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