

# FORM 4

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

OMB APPROVAL  
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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

<b>Reasoner Scott</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>  3. Date of Earliest Transaction (MM/DD/YYYY)  <p align="center"><b>9/15/2021</b></p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Accounting Officer</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	9/15/2021		M		3415	A	(1)	95614	D	
Common Stock	9/15/2021		M		1138	A	(1)	96752	D	
Common Stock	9/15/2021		M		23855	A	(1)	120607	D	
Common Stock	9/15/2021		M		8192	A	(1)	128799	D	
Common Stock	9/15/2021		F(2)		18149	D	\$15.93	110650	D	
Common Stock	9/15/2021 (3)		S		14321	D	\$15.9205 (4)	96329	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 Unit	(1)	9/15/2021		M		3415		(5)	(5)	Common Stock	3415	\$0.00	17077	D	
Restricted Stock Unit	(1)	9/15/2021		M		1138		(6)	(6)	Common Stock	1138	\$0.00	5693	D	
Restricted Stock Unit	(1)	9/15/2021		M		23855		(7)	(7)	Common Stock	23855	\$0.00	47710	D	
Restricted Stock Unit	(1)	9/15/2021		M		8192		(8)	(8)	Common Stock	8192	\$0.00	73723	D	

**Explanation of Responses:**

- (1) Each restricted stock unit ("RSU") represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- (2) Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of on this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the settlement of vested RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (3) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- (4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$15.92 to \$15.93 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (5) The RSUs will vest 1/16th of the total number of shares on each quarterly anniversary date following December 15, 2018, until 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
- (6) The RSUs will vest 1/16th of the total number of shares on March 15, 2019 and thereafter vest as to 1/16th of the total number of RSUs in equal quarterly

installments, until 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

- (7) The RSUs will vest 1/8th of the total number of shares on June 15, 2020 and thereafter vest as to 1/8th of the total number of shares in equal quarterly installments until 100% vested, subject to the Reporting Person's continued service through each vesting date.
- (8) The RSUs will vest 1/12th of the total number of shares on March 15, 2021, and thereafter vest as to 1/12th of the total number of shares in equal quarterly installments until 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

**Reporting Owners**

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

**Signatures**

/s/ Scott Reasoner by David Howard, Attorney-in-Fact

9/16/2021

\*\*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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