

HUBSPOT INC
Form 4
June 10, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOHN LAWRENCE S

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS, 20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

CAMBRIDGE, MA 02138

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HUBSPOT INC [HUBS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.001 par value	06/09/2016		J ⁽¹⁾		734,665	D	\$ 0	1,312,013	I	See footnote (2)
Common Stock, \$0.001 par value	06/09/2016		J ⁽³⁾		15,335	D	\$ 0	27,386	I	See footnote (4)
Common Stock, \$0.001 par	06/09/2016		J ⁽⁵⁾		113,283	A	\$ 0	113,283	I	See footnote (6)

value

Common
 Stock, \$0.001 par value 06/10/2016 J(7) 113,283 D \$ 0 0 I See footnote (7)

Common
 Stock, \$0.001 par value 06/10/2016 J(8) 4,727 A \$ 0 26,599 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOHN LAWRENCE S
 C/O GENERAL CATALYST PARTNERS
 20 UNIVERSITY ROAD, 4TH FLOOR
 CAMBRIDGE, MA 02138

X

Signatures

/s/ Christopher McCain, as attorney-in-fact for Lawrence S. Bohn

06/10/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Distribution of shares in kind by General Catalyst Group V, L.P. ("GCG V"), a venture capital partnership, on a pro rata basis to its partners.

The shares are held by GCG V. General Catalyst GP V, LLC ("GP V LLC") is the general partner of General Catalyst Partners V, L.P.

- (2) ("GP V LP"), which is the general partner of GCG V. The reporting person disclaims beneficial ownership of the shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (3) Distribution of shares in kind by GC Entrepreneurs Fund V, L.P. ("GCEF V"), a venture capital partnership, on a pro rata basis to its partners.

The shares are held by GCEF V. GP V LLC is the general partner of GP V LP, which is the general partner of GCEF V. The reporting

- (4) person disclaims beneficial ownership of the shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (5) GP V LP acquired shares distributed in kind by GCG V and GCEF V on a pro rata basis to their partners.

GP V LLC is the general partner of GP V LP. The reporting person disclaims beneficial ownership of the shares held by the foregoing

- (6) entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (7) Distribution of shares in kind by GP V LP to its limited partners on a pro rata basis.

Securities acquired in connection with a distribution in kind from GP V LP that resulted in a change in form of beneficial ownership of

- (8) securities previously reported. Amount of securities beneficially owned by Reporting Person following reported transaction includes securities acquired in connection with distributions in kind from GP V LP on June 2, 2015 and November 9, 2015 that resulted in a change in form of beneficial ownership of securities previously reported.

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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