

HUBSPOT INC
Form 3
October 08, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â BOHN LAWRENCE S</p> <p>(Last) (First) (Middle)</p> <p>C/O GENERAL CATALYST PARTNERS,,Â 20 UNIVERSITY ROAD, 4TH FLOOR</p> <p>(Street)</p> <p>CAMBRIDGE,Â MAÂ 02138</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/08/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HUBSPOT INC [HUBS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 26,320 | I | See Footnote ⁽¹⁾ |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

Edgar Filing: HUBSPOT INC - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------------|
| Series A Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 3,152,135 (3) | \$ (2) | I | See Footnote (1) |
| Series B Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 1,716,225 (3) | \$ (2) | I | See Footnote (1) |
| Series C Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 1,618,435 (3) | \$ (2) | I | See Footnote (1) |
| Series D Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 236,728 (3) | \$ (2) | I | See Footnote (1) |
| Series E Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 115,486 (3) | \$ (2) | I | See Footnote (1) |

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 | Â X | Â X | Â | Â |

Signatures

/s/ John Kelleher,
attorney-in-fact

10/08/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The shares are held by GC Entrepreneurs Fund V, L.P. ("GC EF V"), and General Catalyst Group V, L.P. ("GCG V"). General Catalyst GP V, LLC ("GC V LLC") is the general partner of General Catalyst Partners V, L.P. ("GC V LP"), which is the general partner of GC EF V and GC Group V. Each of GC V LLC and GC V LP disclaims beneficial ownership of the shares held by entities of which it is a general partner and this report shall not be deemed an admission that such general partner is the beneficial owner of such shares, except to the extent of its pecuniary interest, if any, in such shares. Mr. Bohn is a Managing Director of GC V LLC and may be deemed to share voting and dispositive power of the shares held by the funds. Mr. Bohn disclaims beneficial ownership of such shares and this report shall not be deemed an admission that Mr. Bohn is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the shares.

(2) The Series A, B, C, D and E Preferred Stock are each convertible at any time at the option of the holder, and will automatically convert into shares of Common Stock on a 1-for-3 basis upon the closing of the Issuer's initial public offering. The securities have no expiration date.

(3) Represents the number of shares of Common Stock issuable upon conversion of the Preferred Stock on the terms specified in footnote 2.

Â

Remarks:

Exhibit 24.1: Limited Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.