HUBSPOT INC Form 5

February 17, 2015

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Reported

Form 4 or Form

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

3235-0362 Number:

January 31, Expires: 2005

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Kelleher John P. Symbol **HUBSPOT INC [HUBS]** (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 10/15/2014 below) below) C/O HUBSPOT, INC., 25 FIRST General counsel

STREET,, 2ND FLOOR

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CAMBRIDGE, Â MA Â 02141

(City)

(State)

(Zip)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Price Amount (D) Common Â Â 10/15/2014 P4 400 \$ 25 27,643 D Stock

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

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SEC 2270 (9-02)

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

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1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transaction Code	5. Number of	6. Date Exerc Expiration Do (Month/Day/	ate	7. Title Amou	nt of	8. Price of Derivative Security	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e	- 3,	Securi	, ,	(Instr. 5)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
topy tong o what I tumo, I tumos	Director	10% Owner	Officer	Other			
Kelleher John P. C/O HUBSPOT, INC., 25 FIRST STREET, 2ND FLOOR	Â	Â	General counsel	Â			
CAMBRIDGE, MA 02141							

Signatures

/s/ John Kelleher 02/17/2015

**Signature of Date
Reporting Person

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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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