

HUBSPOT INC  
Form 4  
March 25, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
General Catalyst GP V, LLC

(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)  
03/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                    | 03/23/2015                           |  | S <sup>(1)</sup>               | 1,029,799 D \$ 35.2425  | 5,835,530 <sup>(2)</sup>  | I  | See Footnote <sup>(3)</sup>                |

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

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SEC 1474 (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 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| General Catalyst GP V, LLC<br>C/O GENERAL CATALYST PARTNERS,<br>20 UNIVERSITY ROAD, 4TH FLOOR<br>CAMBRIDGE, MA 02138       |               | X         |         |       |
| Fialkow David P<br>C/O GENERAL CATALYST PARTNERS<br>20 UNIVERSITY ROAD, 4TH FLOOR<br>CAMBRIDGE, MA 02138                   |               | X         |         |       |
| Orfao David J<br>C/O GENERAL CATALYST PARTNERS<br>20 UNIVERSITY ROAD, 4TH FLOOR<br>CAMBRIDGE, MA 02138                     |               | X         |         |       |
| Cutler Joel E<br>C/O GENERAL CATALYST PARTNERS<br>20 UNIVERSITY ROAD, 4TH FLOOR<br>CAMBRIDGE, MA 02138                     |               | X         |         |       |
| General Catalyst Partners V, L.P.<br>C/O GENERAL CATALYST PARTNERS<br>20 UNIVERSITY ROAD, 4TH FLOOR<br>CAMBRIDGE, MA 02138 |               | X         |         |       |
| GC Entrepreneurs Fund V, LP<br>C/O GENERAL CATALYST PARTNERS<br>20 UNIVERSITY ROAD, 4TH FLOOR<br>CAMBRIDGE, MA 02138       |               | X         |         |       |
| General Catalyst Group V LP<br>C/O GENERAL CATALYST PARTNERS<br>20 UNIVERSITY ROAD, 4TH FLOOR                              |               | X         |         |       |

CAMBRIDGE, MA 02138

**Signatures**

|  |            |
|--|------------|
| /s/ Christopher McCain, attorney-in-fact for David Fialkow   | 03/25/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Christopher McCain, attorney-in-fact for David Orfao   | 03/25/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Christopher McCain, attorney-in-fact for Joel Cutler   | 03/25/2015 |
| __Signature of Reporting Person  | Date       |
| GENERAL CATALYST GP V, LLC, /s/ Christopher McCain, General Counsel  | 03/25/2015 |
| __Signature of Reporting Person  | Date       |
| GENERAL CATALYST PARTNERS V, L.P., By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel  | 03/25/2015 |
| __Signature of Reporting Person  | Date       |
| GC ENTREPRENEURS FUND V, L.P., By: General Catalyst Partners V, L.P., Its General Partner, By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel  | 03/25/2015 |
| __Signature of Reporting Person  | Date       |
| GENERAL CATALYST GROUP V, L.P., By: General Catalyst Partners V, L.P., Its General Partner, By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel | 03/25/2015 |
| __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).

Pursuant to an underwriting agreement, dated March 17, 2015 (the "Underwriting Agreement"), and in connection with the registered public offering of shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of the Issuer, pursuant to the final prospectus dated March 18, 2015, which offering was consummated on March 23, 2015, GC Entrepreneurs Fund V, L.P. ("GC EF V")

(1) and General Catalyst Group V, L.P. ("GCG V") sold 18,310 and 877,168 shares of Common Stock, respectively. On March 18, 2015, the underwriters exercised their option under the Underwriting Agreement to purchase additional shares of Common Stock from the Issuer and the selling stockholders in full. Pursuant to such option to purchase additional shares of Common Stock, GC EF V and GCG V sold 2,746 and 131,575 additional shares of Common Stock, respectively.

(2) GC EF V and GCG V are the record holders of 119,317 and 5,716,213 shares of Common Stock, respectively.

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 GCG V. Each of GC V LLC and GC V LP disclaims beneficial ownership of the shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of its pecuniary interest, if any, in the shares. Each of David Fialkow, David Orfao, and Joel Cutler is a Managing Director of GC V LLC and may be deemed to share voting and dispositive power over the shares held by GC EF V and GCG V. Each of the Managing Directors disclaims beneficial ownership of such shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the shares.

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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