Kinzer John Form 4 March 27, 2018

# FORM 4

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

Check this box if no longer subject to Section 16.

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

OMB

Number:

**OMB APPROVAL** 

3235-0287

January 31,

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person \* Kinzer John

(First)

C/O HUBSPOT, INC., 25 FIRST

2. Issuer Name and Ticker or Trading Symbol

**HUBSPOT INC [HUBS]** 

(Month/Day/Year)

3. Date of Earliest Transaction

03/26/2018

Director 10% Owner X\_ Officer (give title Other (specify below) Chief Financial Officer

Issuer

STREET, 2ND FLOOR (Street)

(Middle)

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

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

CAMBRIDGE, MA 02141

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly 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) onor Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			5. Amount of 6. Securities Ownershi Beneficially Form: Owned Direct (D	Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership
Common Stock	03/26/2018		M(1)	17,225	A	\$ 14.4	85,953	D	
Common Stock	03/26/2018		M(1)	2,775	A	\$ 34.76	88,728	D	
Common Stock	03/26/2018		S <u>(1)</u>	12,476	D	\$ 113.62 (2)	76,252	D	
Common Stock	03/26/2018		S <u>(1)</u>	7,524	D	\$ 114.16 (3)	68,728	D	

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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)

1. Tit Deriv Secur (Instr	ative rity	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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Com	nmon k	\$ 14.4	03/26/2018		M <u>(1)</u>		17,225	<u>(4)</u>	10/24/2023	Common Stock	17,225
Com	nmon k	\$ 34.76	03/26/2018		M(1)		2,775	<u>(5)</u>	02/10/2025	Common Stock	2,775

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kinzer John C/O HUBSPOT, INC. 25 FIRST STREET, 2ND FLOOR CAMBRIDGE, MA 02141

Chief Financial Officer

### **Signatures**

/a/ John Kelleher, attorney-in-fact 03/27/2018

\*\*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) This transaction was effected pursuant to a written trading plan adopted by the Reporting Person in accordance with Rule 10b5-1.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.00 to \$113.98, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$114.00 to \$114.88, inclusive. The reporting person undertakes to provide to HubSpot, Inc., any security holder of HubSpot, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate

Reporting Owners 2

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price within the ranges set forth in footnotes (2) and (3) herein.

- (4) The original stock option grant of 100,000 shares underlying the option vests over four (4) years beginning on November 4, 2013 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.
- (5) The original stock option grant of 10,000 shares underlying the option vests over four (4) years beginning on January 1, 2016 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.

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.