

HUBSPOT INC
Form 4
October 15, 2014

FORM 4

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

OMB APPROVAL

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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 *
SKOK DAVID R

(Last) (First) (Middle)

**C/O MATRIX PARTNERS,, 101
MAIN STREET, 17TH FLOOR**

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2014

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	10/15/2014		C		4,328,135	A	<u>(2)</u> 4,338,979
						I	See Footnote <u>(1)</u>

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series B Convertible Preferred Stock	(2)	10/15/2014		C	9,043,189	(2)	(2)	Common Stock	3,014,
Series C Convertible Preferred Stock	(2)	10/15/2014		C	3,006,313	(2)	(2)	Common Stock	1,002,
Series D Convertible Preferred Stock	(2)	10/15/2014		C	708,623	(2)	(2)	Common Stock	236,2
Series E Convertible Preferred Stock	(2)	10/15/2014		C	219,139	(2)	(2)	Common Stock	73,0
Series B Convertible Preferred Stock	(2)	10/15/2014		C	4,983	(2)	(2)	Common Stock	1,66
Series C Convertible Preferred Stock	(2)	10/15/2014		C	1,653	(2)	(2)	Common Stock	551
Series D Convertible Preferred Stock	(2)	10/15/2014		C	390	(2)	(2)	Common Stock	130
Series E Convertible Preferred Stock	(2)	10/15/2014		C	120	(2)	(2)	Common Stock	40

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SKOK DAVID R
C/O MATRIX PARTNERS,
101 MAIN STREET, 17TH FLOOR
CAMBRIDGE, MA 02142

X X

Signatures

/s/ John Kelleher,
attorney-in-fact

10/15/2014

__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).
- Mr. Skok is a Managing Member of Matrix VIII U.S. Management Co., L.L.C., which is the general partner of Matrix Partners VIII, L.P.
- (1) Mr. Skok, by virtue of his management position in Matrix VIII U.S. Management CO., L.L.C., has sole voting and dispositive power with respect to these shares. Mr. Skok disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
 - (2) Each share of Series B, C, D and E Convertible Preferred Stock automatically converted into 0.333 of a share of Common Stock upon the the closing of the Issuer's initial public offering and has no expiration date.

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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