

HUBSPOT INC
Form 4
June 02, 2015

FORM 4

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

OMB APPROVAL

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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 *
BOHN LAWRENCE S

(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)
06/02/2015

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/02/2015		J(1)		1,008,743	D	\$ 0 4,707,470	I	See footnote (1)
Common Stock	06/02/2015		J(2)		21,056	D	\$ 0 98,261	I	See footnote (2)
Common Stock	06/02/2015		J(3)		195,355	A	\$ 0 195,355	I	See footnote (3)
Common Stock	06/02/2015		J(4)		195,355	D	\$ 0 0	I	See

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Stock									footnote <u>(4)</u>
Common Stock	06/02/2015		J ⁽⁵⁾	8,153	A	\$ 0	8,153	D	

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)

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		
							Amount or Number of Shares				
						Date Exercisable	Expiration Date	Title			
						Code	V	(A)	(D)		

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		X		

Signatures

/s/ Christopher McCain, attorney-in-fact for Lawrence S. Bohn

**Signature of Reporting Person

06/02/2015

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) Effective June 2, 2015, General Catalyst Group V, L.P. ("GCG V"), a venture capital partnership, distributed in-kind, without consideration, a total of 1,008,743 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are

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held by GCG V. General Catalyst GP V, LLC ("GP V LLC") is the general partner of General Catalyst Partners V, L.P. ("GP V LP"), which is the general partner of GCG V. The reporting person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (2) Effective June 2, 2015, GC Entrepreneurs Fund V, L.P. ("GCEF V"), a venture capital partnership, distributed in-kind, without consideration, a total of 21,056 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by GCEF V. GP V LLC is the general partner of GP V LP, which is the general partner of GCEF V. The reporting person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (3) Shares acquired through a distribution in-kind from GCG V and GCEF V by GP V LP. GP V LLC is the general partner of GP V LP. The reporting person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (4) Effective June 2, 2015, GP V LP distributed in-kind, without consideration, a total of 195,355 shares of Common Stock of the Issuer to its limited partners.

- (5) Shares acquired through a distribution in-kind from GP V LP.

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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