

HUBSPOT INC
Form 3
October 08, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â General Catalyst GP V, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O GENERAL CATALYST PARTNERS,Â 20 UNIVERSITY ROAD, 4TH FLOOR</p> <p>(Street)</p> <p>CAMBRIDGE,Â MAÂ 02138</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/08/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HUBSPOT INC [HUBS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	26,320	I	See Footnote <u>(1)</u> <u>(9)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	3,152,135 (3)	\$ (2)	I	See Footnote (4) (9)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,716,225 (3)	\$ (2)	I	See Footnote (5) (9)
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,618,435 (3)	\$ (2)	I	See Footnote (6) (9)
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	236,728 (3)	\$ (2)	I	See Footnote (7) (9)
Series E Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	115,486 (3)	\$ (2)	I	See Footnote (8) (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
General Catalyst GP V, LLC C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138	Â	Â X	Â	Â
Fialkow David P C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138	Â	Â X	Â	Â
Orfao David J C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138	Â	Â X	Â	Â
Cutler Joel E C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138	Â	Â X	Â	Â
General Catalyst Partners V, L.P. C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138	Â	Â X	Â	Â
GC Entrepreneurs Fund V, LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138	Â	Â X	Â	Â
	Â	Â X	Â	Â

General Catalyst Group V LP
 C/O GENERAL CATALYST PARTNERS
 20 UNIVERSITY ROAD, 4TH FLOOR
 CAMBRIDGE, MA 02138

Signatures

/s/ Christopher McCain, attorney-in-fact for David Fialkow	10/08/2014
**Signature of Reporting Person	Date
/s/ Christopher McCain, attorney-in-fact for David Orfao	10/08/2014
**Signature of Reporting Person	Date
/s/ Christopher McCain, attorney-in-fact for Joel Cutler	10/08/2014
**Signature of Reporting Person	Date
GENERAL CATALYST GP V, LLC, /s/ Christopher McCain, General Counsel	10/08/2014
**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	10/08/2014
**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	10/08/2014
**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	10/08/2014
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each of GC Entrepreneurs Fund V, L.P. ("GC EF V"), and General Catalyst Group V, L.P. ("GCG V") are the record holders of 538 and 25,782 shares of Common Stock, respectively.
 The Series A, B, C, D and E Preferred Stock are each convertible at any time at the option of the holder, and will automatically convert into shares of Common Stock on a 1-for-3 basis upon the closing of the Issuer's initial public offering. The securities have no expiration date.
 - (2) Represents the number of shares of Common Stock issuable upon conversion of the Preferred Stock on the terms specified in footnote 2.
 - (3) Each of GC EF V and GC Group V are the record holders of 193,353 and 9,263,054 shares of Series A Convertible Preferred Stock, respectively.
 - (4) Each of GC EF V and GC Group V are the record holders of 105,275 and 5,043,404 shares of Series B Convertible Preferred Stock, respectively.
 - (5) Each of GC EF V and GC Group V are the record holders of 99,276 and 4,756,031 shares of Series C Convertible Preferred Stock, respectively.
 - (6) Each of GC EF V and GC Group V are the record holders of 14,521 and 695,665 shares of Series D Convertible Preferred Stock, respectively.
 - (7) Each of GC EF V and GC Group V are the record holders of 7,084 and 339,375 shares of Series E Convertible Preferred Stock, respectively.
 - (8)

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- 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 of the shares held by the funds. 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.

^

Remarks:

Exhibit 24.1 Limited Power of Attorney

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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