

HUBSPOT INC
Form 4
March 02, 2016

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 *
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)
02/29/2016

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/29/2016		S	410,912	D	\$ 41.99 (6)	2,615,319 I See footnote (1) (3)
Common Stock	02/29/2016		S	8,577	D	\$ 41.99 (6)	54,591 I See footnote (2) (3)
Common Stock	03/01/2016		S	568,641	D	\$ 42.01 (7)	2,046,678 I See footnote (3) (4)
Common	03/01/2016		S	11,870	D	\$	42,721 I See

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Stock 42.01 footnote
(7) (3) (5)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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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 03/02/2016

__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).
- On February 29, 2016, General Catalyst Group V, L.P. ("GCG V"), a venture capital partnership, sold a total of 410,912 shares of
- (1) Common Stock of the Issuer. The remaining securities are held by GCG V. General Catalyst Partners V, L.P. ("GP V LP") is the general partner of GCG V.
- (2)

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On February 29, 2016, GC Entrepreneurs Fund V, L.P. ("GCEF V"), a venture capital partnership, sold a total of 8,577 shares of Common Stock of the Issuer. The remaining securities are held by GCEF V. GP V LP is the general partner of GCEF V.

(3) The reporting person has an indirect pecuniary interest in shares held by GCG V and GCEF V through an interest in 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) On March 1, 2016, GCG V, a venture capital partnership, sold a total of 568,641 shares of Common Stock of the Issuer. The remaining securities are held by GCG V.

(5) On March 1, 2016, GCEF V, a venture capital partnership, sold a total of 11,870 shares of Common Stock of the Issuer. The remaining securities are held by GCEF V.

(6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.75 to \$42.50, inclusive. The reporting person undertakes to provide to HUBS, any security holder of HUBS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (6) and (7) to this Form 4.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.43, inclusive.

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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