HUBSPOT INC
Form 8-K
February 15, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

# FORM 8-K

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): February 13, 2019**

**HUBSPOT, INC.**

**(Exact name of registrant as specified in its charter)**

| **DELAWARE** | **001-36680** | **20-2632791** |
|---|---|---|
| **(State or other jurisdiction of incorporation)** | **(Commission File Number)** | **(I.R.S. Employer Identification No.)** |
| **25 First Street,** | | **02141** |

**Cambridge, Massachusetts**
**(Address of principal executive offices) (Zip Code)**
**Registrant s telephone number, including area code (888) 482-7768**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01 Entry into a Material Definitive Agreement.**

On February 13, 2019, HubSpot, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Morgan Stanley & Co. LLC, as representative of the underwriters named therein (the Underwriters ), pursuant to which the Company agreed to issue and sell 1,870,000 shares of its common stock, $0.001 par value per share (the Common Stock ) to the Underwriters at a price of $159.50 per share (the Offering Price ), which price includes what might be deemed an underwriting fee, and granted the Underwriters a 30-day option to purchase up to an additional 280,500 shares of Common Stock at the Offering Price. The net proceeds to the Company from the sale of the Common Stock, after deducting estimated offering expenses payable by the Company, will be approximately $297.7 million. The Offering is expected to close on February 19, 2019, subject to the satisfaction of customary closing conditions.

The Offering was made pursuant to the Company s effective shelf registration statement on Form S-3ASR (File No. 333-229641), including the prospectus dated February 13, 2019, as supplemented by a prospectus supplement dated February 14, 2019.

In the Underwriting Agreement, the Company makes customary representations, warranties and covenants and also agrees to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Underwriters may be required to make because of such liabilities. The foregoing is only a brief description of the terms of the Underwriting Agreement, does not purport to be a complete description of the rights and obligations of the parties thereunder, and is qualified in its entirety by reference to the Underwriting Agreement that is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated by reference herein. The legal opinion of Goodwin Procter LLP relating to the legality of the issuance and sale of the shares in the Offering is attached as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 8.01 Other Events.**

On February 13, 2019, the Company issued a press release announcing the Offering. On February 14, 2019, the Company issued a press release announcing the pricing of the Offering. Copies of these press releases are attached hereto as Exhibits 99.1 and 99.2, respectively, and are each incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description |
|---|---|
| 1.1 | Underwriting Agreement, dated as of February 13, 2019, among HubSpot, Inc. and Morgan Stanley & Co. LLC. |
| 5.1 | Opinion of Goodwin Procter LLP. |
| 23.1 | Consent of Goodwin Procter LLP (included in Exhibit 5.1). |
| 99.1 | Press release issued by HubSpot, Inc. on February 13, 2019. |
| 99.2 | Press release issued by HubSpot, Inc. on February 14, 2019. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 15, 2019

**HubSpot, Inc.**

By: /s/ John Kelleher
Name: John Kelleher
Title: *General Counsel*