

HUBSPOT INC

Form 3

October 08, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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)

1. Name and Address of Reporting
Person *

Simon Michael K

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/08/2014

3. Issuer Name **and** Ticker or Trading Symbol
HUBSPOT INC [HUBS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting PersonC/O HUBSPOT, INC., 25 FIRST
STREET,, 2ND FLOOR

(Street)

CAMBRIDGE, MA 02141

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

5,900 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------|---------------------|--------------------|-----------------|----------------------------------|----------|----------------------------------|---|
| Series E Preferred Stock | Â (2) | Â (2) | Common Stock | 14,838 (3) | \$ (2) | D | Â |
| Stock Option (Right to Buy) | Â (4) | 01/03/2022 | Common Stock | 63,333 | \$ 5.76 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 06/11/2024 | Common Stock | 4,151 | \$ 16.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Simon Michael K C/O HUBSPOT, INC., 25 FIRST STREET, 2ND FLOOR CAMBRIDGE, MA 02141 | Â X | Â | Â | Â |

Signatures

/s/ John Kelleher,
attorney-in-fact

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) These shares were acquired pursuant to a restricted stock unit award under the Company's 2007 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. The restricted stock units vest over four (4) years beginning on May 1, 2014, at a rate of twenty-five percent (25%) after 12 months and in thirty-six (36) equal monthly installments thereafter.
- (2) The Series E Preferred Stock is 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.
- (3) Represents the number of shares of Common Stock issuable upon conversion of the Preferred Stock on the terms specified in footnote 2.
- (4) The stock option is fully vested.
- (5) This stock option vests over a one-year period beginning on May 1, 2014 and will be fully vested on May 1, 2015.

Â

Remarks:

ExhibitÂ 24.1:Â LimitedÂ PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.