

HUBSPOT INC

Form 3

October 08, 2014

FORM 3UNITED 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 *Â MATRIX PARTNERS VIII L
P

(Last) (First) (Middle)

C/O MATRIX PARTNERS, 101
MAIN STREET,Â 17TH
FLOOR

(Street)

CAMBRIDGE,Â MAÂ 02142

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/08/20143. Issuer Name **and** Ticker or Trading Symbol
HUBSPOT INC [HUBS]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)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 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

10,838 ⁽¹⁾

D Â

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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: HUBSPOT INC - Form 3

			(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	3,014,396 (1) (3)	\$ (2)	D	Â
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,002,104 (1) (3)	\$ (2)	D	Â
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	236,207 (1) (3)	\$ (2)	D	Â
Series E Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	73,046 (1) (3)	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATRIX PARTNERS VIII L P C/O MATRIX PARTNERS, 101 MAIN STREET 17TH FLOOR CAMBRIDGE, MA 02142	Â	Â X	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) The reported securities are owned solely by Matrix Partners VIII, L.P. Matrix VIII U.S. Management Co., L.L.C. ("Matrix VIII LLC") is the general partner of Matrix Partners VIII, L.P. David R. Skok, by virtue of his management position in Matrix VIII LLC, has sole voting and dispositive power with respect to these shares. Mr. Skok disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(2) The Series 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.

(3) Represents the number of shares of Common Stock issuable upon conversion of the Preferred Stock on the terms specified in footnote 2.

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.