

HUBSPOT INC

Form 4

October 15, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATRIX PARTNERS VIII L P

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HUBSPOT INC [HUBS]

3. Date of Earliest Transaction
(Month/Day/Year)

10/15/2014

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/15/2014		C		4,325,753	A	<u>(2)</u> 4,336,591 <u>(1)</u>

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series B Convertible Preferred Stock	(2)	10/15/2014		C		9,043,189		(2)	(2)	Common Stock	3,014, (1)
Series C Convertible Preferred Stock	(2)	10/15/2014		C		3,006,313		(2)	(2)	Common Stock	1,002, (1)
Series D Convertible Preferred Stock	(2)	10/15/2014		C		708,623		(2)	(2)	Common Stock	236,2 (1)
Series E Convertible Preferred Stock	(2)	10/15/2014		C		219,139		(2)	(2)	Common Stock	73,040

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	X

Signatures

/s/ John Kelleher,
attorney-in-fact

10/15/2014

__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).

(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 sole general partner of Matrix Partners VIII, L.P. David R. Skok, as Managing Member of 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.

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- (2) Each share of Series B, C, D and E Convertible Preferred Stock automatically converted into 0.333 of a share of Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

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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