

HUBSPOT INC
Form 4
October 15, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Bishop Stacey

(Last) (First) (Middle)

C/O SCALE VENTURE PARTNERS III, L.P., 950 TOWER LANE, SUITE 700

(Street)

FOSTER CITY, CA 94404

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/15/2014		C		1,721,075	A	<u>1</u>

See footnote (2)

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

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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 or Number of Shares
Series C Preferred Stock	(1)	10/15/2014		C	4,720,949	(3)	(3)	Common Stock	1,573,64
Series D Preferred Stock	(1)	10/15/2014		C	355,093	(3)	(3)	Common Stock	118,364
Series E Preferred Stock	(1)	10/15/2014		C	87,188	(3)	(3)	Common Stock	29,062

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bishop Stacey C/O SCALE VENTURE PARTNERS III, L.P. 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404	X			

Signatures

/s/ Stacey Bishop 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) In connection with the completion of the issuer's initial public offering of common stock, each share of the issuer's Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock automatically converted into 0.333 of a share of common stock.
The shares are owned of record by Scale Venture Partners III, L.P. Stacy Bishop is a managing member of Scale Venture Management III, L.L.C., the ultimate general partner of Scale Venture Partners III, L.P., and may be deemed to have shared voting and dispositive power over the shares held by Scale Venture Partners III, L.P. The Reporting Person disclaims beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) The securities do not have an expiration date. Each share of Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock converted automatically into 0.333 of a share of common stock in connection with the closing of the issuer's initial public offering on October 15, 2014. Prior to its conversion into the issuer's common stock, the Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock was convertible at any time at the option of the holder.

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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