

HUBSPOT INC

Form 4

November 09, 2015

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOHN LAWRENCE S**

(Last) (First) (Middle)

**C/O GENERAL CATALYST  
PARTNERS, 20 UNIVERSITY  
ROAD, 4TH FLOOR**

(Street)

CAMBRIDGE, MA 02138

(City) (State) (Zip)

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

HUBSPOT INC [HUBS]

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

11/06/2015

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/06/2015		J <sup>(1)</sup>		1,681,239	D	\$ 0	3,026,231	I	See footnote <sup>(1)</sup>
Common Stock	11/06/2015		J <sup>(2)</sup>		35,093	D	\$ 0	63,168	I	See footnote <sup>(2)</sup>
Common Stock	11/06/2015		J <sup>(3)</sup>		328,701	A	\$ 0	328,701	I	See footnote <sup>(3)</sup>
Common	11/09/2015		J <sup>(4)</sup>		328,701	D	\$ 0	0	I	See

Stock

footnote  
(4)

Common Stock	11/09/2015	J <sup>(5)</sup>	13,719	A	\$ 0	13,719	D
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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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOHN LAWRENCE S C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138	X			

## Signatures

/s/ Christopher McCain, attorney-in-fact for Lawrence S. Bohn

11/09/2015

          \*\*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)** Effective November 6, 2015, General Catalyst Group V, L.P. ("GCG V"), a venture capital partnership, distributed in-kind, without consideration, a total of 1,681,239 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are

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held by GCG V. General Catalyst GP V, LLC ("GP V LLC") is the general partner of General Catalyst Partners V, L.P. ("GP V LP"), which is the general partner of GCG V. The reporting person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (2) Effective November 6, 2015, GC Entrepreneurs Fund V, L.P. ("GCEF V"), a venture capital partnership, distributed in-kind, without consideration, a total of 35,093 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by GCEF V. GP V LLC is the general partner of GP V LP, which is the general partner of GCEF V. The reporting person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (3) Shares acquired through a distribution in-kind from GCG V and GCEF V by GP V LP. GP V LLC is the general partner of GP V LP. The reporting person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (4) Effective November 9, 2015, GP V LP distributed in-kind, without consideration, a total of 328,701 shares of Common Stock of the Issuer to its limited partners.

- (5) Shares acquired through a distribution in-kind from GP V LP.

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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