

HUBSPOT INC

Form 4

August 16, 2016

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SKOK DAVID R**

(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)

**08/16/2016**

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	08/16/2016		J <sup>(1)</sup>		761,347	D	\$ 0	0	I	By Matrix Partners VIII, L.P. <sup>(2)</sup>
Common Stock	08/16/2016		J <sup>(3)</sup>		421	D	\$ 0	0	I	By Weston & Co., VIII, LLC <sup>(2)</sup>
Common Stock	08/16/2016		J <sup>(3)</sup>		421	A	\$ 0	6,178	I	By Matrix VIII US Management Co., LLC <sup>(2)</sup>
Common	08/16/2016		J <sup>(4)</sup>		3,330	A	\$ 0	9,508	I	By Matrix

# Edgar Filing: HUBSPOT INC - Form 4

Stock

VIII US  
Management  
Co., LLC <sup>(2)</sup>

Common Stock	08/16/2016	J <sup>(5)</sup>	414	D	\$ 0	9,094	I
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By Matrix  
VIII US  
Management  
Co., LLC <sup>(2)</sup>

Common Stock	08/16/2016	J <sup>(6)</sup>	15,099	A	\$ 0	30,544	D
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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 displays a currently valid OMB control number.**

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)						

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director   10% Owner   Officer   Other

SKOK DAVID R  
C/O MATRIX PARTNERS  
101 MAIN STREET, 17TH FLOOR  
CAMBRIDGE, MA 02142

X

## Signatures

/s/ David Skok                      08/16/2016

          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) Represents a pro-rata distribution by Matrix Partners VIII, L.P., without consideration, to its partners.

Mr. Skok is a Managing Member of Matrix VIII U.S. Management, Co., L.L.C., which is the general partner of Matrix Partners VIII, L.P. and the beneficial owner of the shares reported herein as being held of record by Weston & Co. VIII, LLC. Mr. Skok, by virtue of his management position in Matrix VIII U.S. Management Co., L.L.C., 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.

(3) Re-registration of shares by Weston & Co. VIII, LLC, without consideration, in the name of Matrix VIII U.S. Management Co., L.L.C., the beneficial owner of those shares.

(4) Represents the shares received in connection with the pro-rata distribution by Matrix Partners VIII, L.P., without consideration to its partners.

(5) Represents a pro-rata distribution by Matrix VIII US Management Co., LLC, without consideration, to its members.

(6) Represents the shares received in connection with the pro rata distributions by Matrix Partners VIII, L.P. and Matrix VIII U.S. Management, Co., L.L.C., each without consideration, as described in this Form 4.

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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