

HUBSPOT INC
Form 4
June 02, 2015

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
General Catalyst Group V LP

2. Issuer Name and Ticker or Trading Symbol
HUBSPOT INC [HUBS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2015

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

CAMBRIDGE, MA 02138

(City) (State) (Zip)

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 | 06/02/2015 | | J ⁽¹⁾ | | 1,008,743 | D | \$ 0 4,707,470 |
| Common Stock | 06/02/2015 | | J ⁽²⁾ | | 21,056 | D | \$ 0 98,261 |
| Common Stock | 06/02/2015 | | J ⁽³⁾ | | 195,355 | A | \$ 0 195,355 |
| Common Stock | 06/02/2015 | | J ⁽⁴⁾ | | 195,355 | D | \$ 0 0 |

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 Owned Following Transaction (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| General Catalyst Group V LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138 | | X | | |
| GC Entrepreneurs Fund V, LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238 | | X | | |
| General Catalyst GP V, LLC C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238 | | X | | |
| General Catalyst Partners V, L.P. C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238 | | X | | |
| Cutler Joel E C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238 | | X | | |

Orfao David J
 C/O GENERAL CATALYST PARTNERS
 20 UNIVERSITY ROAD, 4TH FLOOR
 CAMBRIDGE, MA 01238 X

Fialkow David P
 C/O GENERAL CATALYST PARTNERS
 20 UNIVERSITY ROAD, 4TH FLOOR
 CAMBRIDGE, MA 01238 X

Signatures

/s/Christopher McCain on behalf of William J. Fitzgerald, Member, COO and CFO, General Catalyst GP V, LLC, the General Partner for General Catalyst Partners V, L.P., the General Partner for General Catalyst Group V, L.P. and GC Entrepreneurs Fund V, L.P. 06/02/2015

__Signature of Reporting Person Date

/s/ Christopher McCain, on behalf of William J. Fitzgerald, Member, COO and CFO, General Catalyst GP V, LLC, the General Partner for General Catalyst Partners V, L.P. 06/02/2015

__Signature of Reporting Person Date

/s/ Christopher McCain, on behalf of William J. Fitzgerald, Member, COO and CFO, General Catalyst GP V, LLC 06/02/2015

__Signature of Reporting Person Date

/s/ Christopher McCain, on behalf of David P. Fialkow 06/02/2015

__Signature of Reporting Person Date

/s/ Christopher McCain, on behalf of David J. Orfao 06/02/2015

__Signature of Reporting Person Date

/s/ Christopher McCain, on behalf of Joel E. Cutler 06/02/2015

__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).

Effective June 2, 2015, General Catalyst Group V, L.P. ("GCG V"), a venture capital partnership, distributed in-kind, without consideration, a total of 1,008,743 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are 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"),

- (1) which is the general partner of GCG V. Each of David Fialkow, David Orfao and Joel Cutler is a Managing Director of GP V LLC and may be deemed to share voting and investment power over the shares held of record by GCG V. Each of GP V LP, GP V LLC, David Fialkow, David Orfao and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.

Effective June 2, 2015, GC Entrepreneurs Fund V, L.P. ("GCEF V"), a venture capital partnership, distributed in-kind, without consideration, a total of 21,056 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. Each of David Fialkow, David Orfao and Joel Cutler is a Managing Director of GP V LLC and may be deemed to share voting and investment power over the shares held of record by GCEF V. Each of GP V LP, GP V LLC, David Fialkow, David Orfao and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.

(3)

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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. Each of David Fialkow, David Orfao and Joel Cutler is a Managing Director of GP V LLC and may be deemed to share voting and investment power over the shares held of record by GP V LP. Each of GP V LLC, David Fialkow, David Orfao and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, if any.

- (4) Effective June 2, 2015, GP V LP distributed in-kind, without consideration, a total of 195,355 shares of Common Stock of the Issuer to its limited partners.

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.