

HUBSPOT INC
Form 3
October 08, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Shah Dharmesh</p> <p>(Last) (First) (Middle)</p> <p>C/O HUBSPOT, INC., 25 FIRST STREET,, 2ND FLOOR</p> <p>(Street)</p> <p>CAMBRIDGE, MA 02141</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/08/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HUBSPOT INC [HUBS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Technology Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	23,337	D	^
Common Stock	1,916,368 ⁽¹⁾	D	^
Common Stock	5,000 ⁽²⁾	D	^

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Series A Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	152,172	\$ (1)	D	Â
Series C Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	13,114	\$ (2)	D	Â
Stock Option (Right to Buy)	Â (5)	03/09/2020	Common Stock	150,398	\$ 1.53	D	Â
Stock Option (Right to Buy)	Â (6)	01/29/2024	Common Stock	5,000	\$ 16.14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shah Dharmesh C/O HUBSPOT, INC., 25 FIRST STREET, 2ND FLOOR CAMBRIDGE, MA 02141	Â X	Â	Â Chief Technology Officer	Â

Signatures

/s/ John Kelleher,
attorney-in-fact

10/08/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These shares were issued pursuant to a Restricted Stock Agreement on June 7, 2007 and are fully vested.
These shares were acquired pursuant to a restricted stock unit award under the Company's 2007 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. The restricted stock units vest over four (4) years beginning on January 1, 2014, at a rate of twenty-five percent (25%) after 12 months and in thirty-six (36) equal monthly installments thereafter.
- (2) The Series A Preferred Stock is convertible at any time at the option of the holder, and will automatically convert into shares of Common Stock on a 1-for-3 basis upon the closing of the Issuer's initial public offering. The securities have no expiration date.
- (3) The Series C Preferred Stock is convertible at any time at the option of the holder, and will automatically convert into shares of Common Stock on a 1-for-3 basis upon the closing of the Issuer's initial public offering. The securities have no expiration date.
- (4) This stock option vests over four (4) years beginning on March 9, 2010 at a rate of twenty-five percent (25%) after 12 months, and in thirty-six (36) equal monthly installments thereafter.
- (5) This stock option vests over four (4) years beginning on January 1, 2014, at a rate of twenty-five percent (25%) after 12 months, and in thirty-six (36) equal monthly installments thereafter.
- (6) This stock option vests over four (4) years beginning on January 1, 2014, at a rate of twenty-five percent (25%) after 12 months, and in thirty-six (36) equal monthly installments thereafter.

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Remarks:

ExhibitÂ 24.1:Â LimitedÂ PowerÂ ofÂ Attorney

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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