

HUBSPOT INC
Form 4
May 24, 2016

FORM 4

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

OMB APPROVAL

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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 *
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)
05/23/2016

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 | 05/23/2016 | | J ⁽¹⁾ | | 750,000 | D | \$ 0 | 761,347 | I | By Matrix Partners VIII, L.P. ⁽²⁾ |
| Common Stock | 05/23/2016 | | J ⁽³⁾ | | 413 | D | \$ 0 | 421 | I | By Weston & Co., VIII, LLC ⁽²⁾ |
| Common Stock | 05/23/2016 | | J ⁽³⁾ | | 413 | A | \$ 0 | 2,757 | I | By Matrix VIII US Management Co., LLC ⁽²⁾ |
| Common | 05/23/2016 | | J ⁽⁴⁾ | | 3,406 | A | \$ 0 | 6,163 | I | By Matrix |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|------|--------|--------------------------------------------|------------------------------------------------------|
| Stock | | | | | | | | VIII US Management Co., LLC ⁽²⁾ | |
| Common Stock | 05/23/2016 | | J ⁽⁵⁾ | 406 | D | \$ 0 | 5,757 | I | By Matrix VIII US Management Co., LLC ⁽²⁾ |
| Common Stock | 05/23/2016 | | J ⁽⁶⁾ | 15,445 | A | \$ 0 | 26,450 | D | |

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 Reporting 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

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

X

Signatures

/s/ David Skok 05/24/2016

__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.

(2) 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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